

## 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-fifth 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 22nd September, 2018 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, 2018 including the Audited Balance Sheet as at 31st March, 2018 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. Susanta Banerjee ( holding DIN 01173116 ), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a Director in place of Mrs. Dimple Gupta ( holding DIN 06761822 ), who retires by rotation and being eligible, seeks re-appointment.

Regd. Office: -  
36A, Bentinck Street, Kolkata - 700 069  
Date: The 29th day of May, 2018

Order of the Board



B. L. Birmecha  
Whole Time Director  
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 11th September, 2018(Tuesday) to 22nd September, 2018 (Saturday), both days inclusive.
3. The notice of the 25th Annual General Meeting and Annual Report for the year ended 2017-18 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, 17th August, 2018 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. Now as per New Regulations of SEBI all the shares which are lodged for transfer are mandatorily in dematerialized form with effect from 5th December, 2018.
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 25th 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 holydays 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 19.09.2018 from 10.00 A.M and ends on 21.09.2018 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 15.09.2018, 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	<p>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.</p>
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 15th September, 2018. 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 Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange and Metropolitan Stock Exchange.

16. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting fixed on 22nd September, 2018 are given here under:-

A. Mr. SUSANTA BANERJEE

Date of Birth and Age	13th March, 1947 - 71 years
Date of Appointment	31st May, 2004
Qualifications	B. Com
Expertise in specific functional areas	Accounts and Capital Markets
Directorships in other Companies (excluding foreign and section 25 Companies) as on 31st March, 2018	1. Kanco Enterprises Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on 31st March, 2018	Nil
Shareholding in the Company	Nil
Remuneration paid	Nil

B. Mrs. DIMPLE GUPTA

Date of Birth and Age	07th April, 1977 - 41 years
Date of Appointment	29th September, 2014
Qualifications	B. Com
Expertise in specific functional areas	Finance
Directorships in other Companies (excluding foreign and section 25 Companies) as on 31st March, 2018	1. Sar Logistics Private Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on 31st March, 2018	Nil
Shareholding in the Company	143500
Remuneration paid	Nil

Order of the Board

Regd. Office: -  
36A, Bentinck Street, Kolkata - 700 069  
Date: The 29th day of May, 2018

B. L. Birmecha  
Whole Time Director  
DIN:00750317

# ORCHID SECURITIES LIMITED

## DIRECTOR'S REPORT

To,  
The Shareholders  
**ORCHID SECURITIES LIMITED**

Your Directors have pleasure in presenting the 25th Annual Report of the Company and the Audited Financial Statements for the year ended 31st March, 2018

### FINANCIAL PERFORMANCE :

	<i>(Rs. in Thousands)</i>	
	2017-2018	2016-2017
Profit/(Loss) before Depreciation, Finance Costs & Tax Expenses	590	(198)
Less : Finance Costs	10	24
Less : Depreciation	74	77
Less.: Provision for Diminution in value of shares	52	---
	-----	-----
Profit/(Loss) before Tax	454	(299)
Less : Provision for Taxation	52	--
	-----	-----
Profit/(Loss) after Tax	402	(299)
Add : Balance brought forward from previous year	(8237)	(9149)
Add : Provision for NPA written off	--	159
Add : Provision for Diminution in shares written off.	--	1052
	-----	-----
	(7835)	(8237)
Less : Transferred to Statutory Reserve	80	--
	-----	-----
Balance carried forward to Balance Sheet	(7915)	(8237)

### DIVIDEND :

Due to brought forward 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 :

Amount of Rs. 80,491.00 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 :

Profit before tax during the year is Rs. 4.54 lakhs against loss before tax Rs. 2.99 lakhs in previous year. Profit after tax is Rs. 4.02 lakhs against loss of Rs. 2.99 lakhs. The result of the company has been improved since last year. Director, of your Company are hopeful to present a better result in future.

## ORCHID SECURITIES LIMITED

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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 :

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, M/s. N. K. Daga & Associates, Chartered Accountants (ICAI Firm Registration No.324493E) was appointed as the Auditors of the Company for a consecutive period of 5 years from conclusion of the 24th AGM held in the year 2017 until conclusion of the 29<sup>th</sup> AGM of the Company scheduled to be held in the year 2022.

The Members may note that consequent to the changes made in the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 by the Ministry of Corporate Affairs (MCA) vide notification dated May 7, 2018 the proviso to Section 139(1) of the Companies Act, 2013 read with explanation to sub-rule 7 of Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the requirement of ratification of appointment of Auditors by the Members at every AGM has been done away with. Therefore, the Company is not seeking any ratification of appointment M/s. N. K. Daga & Associates, Chartered Accountants as the Auditors of the Company, by the Members at the ensuing AGM.

## ORCHID SECURITIES LIMITED

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Your Company has received a certificate from M/s. N. K. Daga & Associates, Chartered Accountants confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI as required under the provisions of Regulation 33 of the Listing Regulations.

### 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. Susanta Banerjee, Independent Director and Mrs. Dimple Gupta, Women Director of the company shall retire by rotation and are eligible for re-appointment.

Your Board recommends their appointment / re-appointment.

### DECLARATION BY INDIPENDENT 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 Five meeting of the Board of Directors of the Company were held on 13.04.2017, 30.05.2017, 11.08.2017, 14.11.217, and 14.02.2018 respectively during the year under review. The maximum interval between any two Board meeting did not exceed 120 ( one hundred and twenty) days.

## ORCHID SECURITIES LIMITED

### 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 31st March, 2018, the Audit Committee met four times on 29th May, 2017, 10th August, 2017, 13th November, 2017 and 12th February, 2018. 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 :

## ORCHID SECURITIES LIMITED

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 earnings 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. 2,63,745.00

ii. The number of permanent employees on the pay rolls of the Company is Four.

iii. Total revenue of the Company is Rs. 3,12,52,301.00 during the financial year 2017-18 and Profit after tax is Rs. 4,02,456.00. 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. 2,17,833.00.

vi. The percentage increase in median remuneration of the employees of the company is 14.23%.

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

a. Baboolal Birmecha	Nil.
b. Hanuman Mal Baid	18.45%

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

a. Baboolal Birmecha	1.37
b. Hanuman Mal Baid	1.21

### 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.

## ORCHID SECURITIES LIMITED

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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 :

## ORCHID SECURITIES LIMITED

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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 four employees as on 31st March, 2018.

### 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)

Whole Time Director

DIN: 00750317

Place : Kolkata

Date : 29.05.2018

**FORM NO. MGT – 9**  
**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2018**

*[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   | : L18209WB1994PLC062173  |
| 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>2nd 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	----	97.43%
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	179600	00	179600	5.9865	179600	00	179600	5.9865	0.0000
e. Banks / FI	----	----	----	----	----	----	----	----	----
f. Any Other	----	----	----	----	----	----	----	----	----
<b>Sub-total(A)(1):-</b>	<b>1157400</b>	<b>00</b>	<b>1157400</b>	<b>38.5787</b>	<b>1157400</b>	<b>00</b>	<b>1157400</b>	<b>38.5787</b>	<b>0.0000</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>1157400</b>	<b>00</b>	<b>1157400</b>	<b>38.5787</b>	<b>1157400</b>	<b>00</b>	<b>1157400</b>	<b>38.5787</b>	<b>0.0000</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. FIs	----	----	----	----	----	----	----	----	----
h. Foreign Venture Capital Funds	----	----	----	----	----	----	----	----	----
i. Others (specify)	----	----	----	----	----	----	----	----	----
<b>Sub-total(B)(1)</b>	----	----	----	----	----	----	----	----	----
<b>2. Non Institutions</b>									
a. Bodies Corporation.									
(i) Indian	304201	134900	439101	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	80080	360841	440921	14.6969	80080	360841	440921	14.6969	0.0000
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	917278	45400	962678	32.0882	917278	45400	962678	32.0882	0.0000
c. Others(Specify)	----	----	----	----	----	----	----	----	----
<b>Sub-total (B)(2)</b>	1301559	541141	1842700	61.4213	1301559	541141	1842700	61.4213	0.0000
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	1301559	541141	1842700	61.4213	1301559	541141	1842700	61.4213	0.0000
<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
	<b>Total</b>	<b>1157400</b>	<b>38.5787</b>	<b>0.0000</b>	<b>1157400</b>	<b>38.5787</b>	<b>0.0000</b>	<b>0.0000</b>

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

Sr. No	Shareholders Name	Shareholding at the beginning / end 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.	TOBULAR IMPEX PVT. LTD.				
	01.04.2017	40000	1.3333		
	31.03.2018	40000	1.3333	40000	1.3333
2.	SIMPLEX ESTATES PVT. LTD.				
	01.04.2017	139600	4.6532		
	31.03.2018	139600	4.6532	139600	4.6532
3.	NIRMAL KUMAR LUNIA				
	01.04.2017	23600	0.7866		
	31.03.2018	23600	0.7866	23600	0.7866
4.	RAJENDRA KUMAR NAHATA				
	01.04.2017	36600	1.2200		
	31.03.2018	36600	1.2200	36600	1.2200
5.	UMED KUMAR NAHATA				
	01.04.2017	700	0.0233		
	31.03.2018	700	0.0233	700	0.0233
6.	SANGEETA NAHATA				
	01.04.2017	600	0.0200		
	31.03.2018	600	0.0200	600	0.0200
7.	SIMPLE BACHHAWAT				
	01.04.2017	147500	4.9165		
	31.03.2018	147500	4.9165	147500	4.9165
8.	BABOOLAL BIRMECHA				
	01.04.2017	297900	9.9297		
	31.03.2018	297900	9.9297	297900	9.9297
9.	DIMPLE GUPTA				
	01.04.2017	143500	4.7832		
	31.03.2018	143500	4.7832	143500	4.7832
10.	CHAMPA BIRMECHA				
	01.04.2017	125400	4.1799		
	31.03.2018	125400	4.1799	125400	4.1799
11.	PRIYANKA BIRMECHA				
	01.04.2017	86800	2.8932		
	31.03.2018	86800	2.8932	86800	2.8932
12.	SUNITA NAHATA				
	01.04.2017	18500	0.6166		
	31.03.2018	18500	0.6166	18500	0.6166
13.	ADARSH BIRMECHA				
	01.04.2017	96700	3.2232		
	31.03.2018	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 / end 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.				
	01.04.2017	135000	4.9999		
	31.03.2018	135000	4.9999	135000	4.9999
2.	ADARSH LAND DEVELOPERS PVT. LTD.				
	01.04.2017	40000	1.3333		
	31.03.2018	40000	1.3333	40000	1.3333
3.	DINESH KUMAR JAIN				
	01.04.2017	125000	4.1665		
	31.03.2018	125000	4.1665	125000	4.1665
4.	SONAM LEFIN PVT. LTD.				
	01.04.2017	102500	3.4166		
	31.03.2018	102500	3.4166	102500	3.4166
5.	YUGRAJ JAIN				
	01.04.2017	147800	4.9265		
	31.03.2018	147800	4.9265	147800	4.9265
6.	CHANDRA SEKHAR BAID				
	01.04.2017	145500	4.8498		
	31.03.2018	145500	4.8498	145500	4.8498
7.	MADHU JAIN				
	01.04.2017	120000	3.9999		
	31.03.2018	120000	3.9999	120000	3.9999
8.	VIRENDRA KUMAR JAIN				
	01.04.2017	70000	2.3333		
	31.03.2018	70000	2.3333	70000	2.3333
9.	KIRAN BAID				
	01.04.2017	179978	5.9991		
	31.03.2018	179978	5.9991	179978	5.9991
10.	HANUMAN MAL BAID				
	01.04.2017	55500	1.8499		
	31.03.2018	55500	1.8499	55500	1.8499

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

Sr. No	Shareholders Name	Shareholding at the beginning / end 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				
	01.04.2017	700	0.0233		
	31.03.2018	700	0.0233	700	0.0233
2.	HANUMAN MAL BAID				
	01.04.2017	55500	1.8499		
	31.03.2018	145500	4.8498	145500	4.8498
3.	BABOOLAL BIRMECHA				
	01.04.2017	297900	9.9297		
	31.03.2018	297900	9.9297	297900	9.9297
4.	DIMPLE GUPTA				
	01.04.2017	143500	4.7832		
	31.03.2018	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	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>
<b>Change in Indebtedness during the financial year</b>				
- Addition	---	---	---	---
- Reduction	142708	---	---	142708
<b>Net Change</b>	<b>142708</b>	<b>---</b>	<b>---</b>	<b>142708</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	25268	---	---	25268
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
<b>Total (i + ii + iii)</b>	<b>25268</b>	<b>---</b>	<b>---</b>	<b>25268</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>	2500	2500
	<b>Total(A)</b>	<b>302500</b>	<b>302500</b>
	<b>Ceiling as per the Act</b>	<b>3000000</b>	<b>3000000</b>

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount (Rs.)
		Mr. Deepak Banthia	Mr. Umed Kumar Nahata	Mr. Lakhi Prasad Saraogi	Mr. Susanta Banerjee	Mrs. Dimple Gupta	
1.	<b>Independent Directors</b>						
	- Fee for attending board committee meetings	1500.00	---	2500.00	2500.00	---	6500.00
	- Commission	---	---	---	---	---	---
	- Others, please specify	---	---	---	---	---	---
	<b>Total(1)</b>	<b>1500.00</b>	<b>---</b>	<b>2500.00</b>	<b>2500.00</b>	<b>---</b>	<b>6500.00</b>
2.	<b>Other Non-Executive Directors</b>						
	- Fee for attending board committee meetings	---	2500.00	---	---	2000.00	4500.00
	- Commission	---	---	---	---	---	---
	- Others, please specify	---	---	---	---	---	---
	<b>Total(2)</b>	<b>---</b>	<b>2500.00</b>	<b>---</b>	<b>---</b>	<b>2000.00</b>	<b>4500.00</b>
	<b>Total(B)=(1+2)</b>	<b>1500.00</b>	<b>2500.00</b>	<b>2500.00</b>	<b>2500.00</b>	<b>2000.00</b>	<b>11000.00</b>
	<b>Total Managerial Remuneration</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>313500.00</b>
	<b>Overall Ceiling as per the Act</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>3000000.00</b>

(Contd.....)

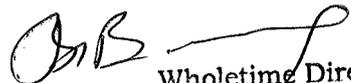
**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	---	263745	263745
	(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	---	---	---	---
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>	---	---	---	---
	<b>Total</b>	---	---	263745	263745

**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					

For ORCHID SECURITIES LTD.

  
Wholetime Director

**BABOO LAL BIRMECHA**  
DIN NO: 00750317

Ref. No.....

Date.....

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2018**  
*[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 Limited  
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 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 31.03.2018, 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 31.03.2018, 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;
- (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; -



# DEBASISH MUKHERJEE

B.COM. (H), A.C.S.  
Practising Company Secretary

49, REGENT COLONY, TOLLYGUNGE  
KOLKATA-700092

MOBILE : 93398 30459

Ref. No.....

Date.....

- (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

(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 and as amended upto date.
- (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, 2018. However, the Board of Directors of the Company assured me regarding appointment of Whole-Time Company Secretary at the 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: 29/05/2018

  
**D. MUKHERJEE**  
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, 2018. 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 2018 and its **Profit** 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, 2018 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2018 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.

For **N K DAGA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No.324493E

*Nilesh Kumar Daga*

**(NILESH KUMAR DAGA)**  
Proprietor  
Membership No.059304



Place : Kolkata  
Date : 29/05/2018

## “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 31/03/2018]

- (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 31/03/2018]

- (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 **N K DAGA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No.324493E

*Nilesh Kumar Daga*

**(NILESH KUMAR DAGA)**  
Proprietor  
Membership No.059304



Place : Kolkata  
Date : 29/05/2018

## **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, 2018 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.)

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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 deposition 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, 2018, 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 **N K DAGA & ASSOCIATES**

Chartered Accountants  
Firm Registration No.324493E

*Nilesh Kumar Daga*

**(NILESH KUMAR DAGA)**

Proprietor  
Membership No.059304



Place : Kolkata

Date : 29/05/2018

**ORCHID SECURITIES LIMITED**

*Balance Sheet as at 31st March, 2018*

Particulars	Note No.	As at 31st March, 2018 Amount in Rs.	As at 31st March, 2017 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	(7,400,418.27)	(7,802,874.60)
<b>(B) Non - Current Liabilities</b>			
a) Deferred Tax Liability (Net)		-	-
b) Long Term Provisions	4	14,276.00	18,016.00
<b>(C) Current Liabilities</b>			
a) Short Term Borrowings	5	25,267.85	167,975.94
b) Trade Payables	6	390.58	360,031.00
c) Other Current Liabilities	7	222,248.14	141,376.00
d) Short Term Provisions	8	7,749,518.00	7,645,187.00
<b>TOTAL</b>		<b>30,612,282.30</b>	<b>30,530,711.34</b>
<b>II. ASSETS</b>			
<b>(A) Non - Current Assets</b>			
a) Fixed Assets			
i) Tangible Assets	9	325,589.00	399,541.00
b) Long Term Loans and Advances	10	3,572,065.00	6,008,271.00
<b>(B) Current Assets</b>			
a) Inventories	11	23,343,831.24	21,845,958.35
b) Trade Receivables	12	-	54,423.51
c) Cash and Bank Balances	13	1,732,660.06	1,287,125.48
d) Short Term Loans and Advances	14	800,000.00	-
e) Other Current Assets	15	838,137.00	935,392.00
<b>TOTAL</b>		<b>30,612,282.30</b>	<b>30,530,711.34</b>

Notes forming part of Financial Statements 1 - 31

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

For N. K. Daga & Associates  
Chartered Accountants  
Firm Registration No. 324493E

*Nilesh Kumar Daga*  
(FCA Nilesh Kumar Daga)  
Proprietor  
Membership No. 059304



For and on behalf of the Board of Directors

*B. L. Birmecha*  
B. L. Birmecha, Whole Time Director,  
DIN : 00750317

*L. P. Sarangi*  
L. P. Sarangi, Director  
DIN : 00503468

*U. K. Nahata*  
U. K. Nahata, Director  
DIN : 00233161

*H. M. Baid*  
H. M. Baid, Chief Financial Officer  
DIN : 00503208

Place : Kolkata  
Date : 29.05.2018

**ORCHID SECURITIES LIMITED**  
*Statement of Profit and Loss for the year ended 31st March, 2018*

Particulars	Note No.	Year ended 2017-2018 Amount in Rs.	Year ended 2016-2017 Amount in Rs.
<b>I. REVENUE</b>			
Revenue from Operations	16	31,248,561.48	23,994,124.12
Other Income	17	3,740.00	6,326.00
<b>Total Revenue</b>		<b>31,252,301.48</b>	<b>24,000,450.12</b>
<b>II. EXPENSES</b>			
Purchases of Shares & Securities		30,381,513.29	21,695,649.04
Changes in Inventory of Stock - in - Trade	18	(1,497,872.89)	930,329.17
Employee Benefits Expense	19	871,330.00	762,815.00
Finance Costs	20	9,644.05	23,924.87
Depreciation and amortization expense	21	234,452.00	237,480.00
Provision for Dimuniation in value of shares		52,031.00	-
Other Expenses	22	746,447.70	810,119.06
<b>Total Expenses</b>		<b>30,797,545.15</b>	<b>24,299,817.14</b>
<b>III. Profit / (Loss) before tax</b>		454,756.33	(299,367.02)
<b>IV. Tax Expense :</b>			
(a) Current Tax		52,300.00	-
(b) Deferred Tax		-	-
<b>V. Profit/(Loss) after tax for the year</b>		<b>402,456.33</b>	<b>(299,367.02)</b>
<b>VI. Earnings per Equity Share</b>			
( Face Value - Rs. 10/- )	23		
(a) Basic		0.13	(0.10)
(b) Diluted		0.13	(0.10)
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 N. K. Daga & Associates

Chartered Accountants  
Firm Registration No. 324493E

*Nilesh Kumar Daga*

(FCA Nilesh Kumar Daga)

Proprietor

Membership No. 059304



For and on behalf of the Board of Directors

*B. L. Birmecha*  
B. L. Birmecha, Whole Time Director  
DIN : 00750317

*L. P. Saraogi*  
L. P. Saraogi, Director  
DIN : 00503468

*U. K. Nahata*  
U. K. Nahata, Director  
DIN : 00233161

*H. M. Baid*  
H. M. Baid, Chief Financial Officer  
DIN : 00503208

Place : Kolkata

Date : 29.05.2018

**ORCHID SECURITIES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	₹ in thousands	
Particulars	Year ended 31.03.2018	Year ended 31.03.2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax & extraordinary items	454	(299)
<u>Adjustment for :</u>		
Depreciation	74	77
Provision on Standard Assets	(4)	3
Provision for Deminuation in shares	53	-
Interest & Finance Charge	10	24
<b>Operating Profit before Working Capital Changes</b>	587	(195)
<u>Adjustment for :</u>		
(Increase)/Decrease in Trade Recievables	55	(19)
(Increase)/Decrease in Inventories	(1,498)	930
(Increase)/Decrease in Long term Loans & Advances	2,436	(1,027)
Increase/(Decrease) in Payables and other liabilities	(278)	355
(Increase)/Decrease in Short term Loans & Advances	(800)	160
(Increase)/Decrease in Other Current Assets	97	(590)
<b>Cash Generated from Operations Adjustments for :</b>	599	(386)
Interest & Finance Charge	(10)	(24)
Direct Taxes paid	-	(20)
<b>TOTAL = A</b>	589	(430)
<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	(143)	(128)
Increase/(Decrease) in Share Capital	-	-
<b>TOTAL = C</b>	(143)	(128)
<b>Net Increase/(Decrease) in cash and cash equivalent (A+B+C)</b>	446	(558)
Opening Cash and Cash Equivalent	1,287	1,845
Closing Cash and Cash Equivalent	1,733	1,287

As per our Report of even date.

For N. K. Daga & Associates

Chartered Accountants

FRN 324493E

*Nilesh Kumar Daga*  
 (FCA Nilesh Kumar Daga)

Proprietor

Membership No. 059304



Place : Kolkata

Date : 29.05.2018

For and on behalf of the Board of Directors

*B. L. Birmecha*  
 B. L. Birmecha, Whole Time Director

DIN : 00750317

*L. P. Saraogi*  
 L. P. Saraogi, Director

DIN : 00503468

*U. K. Nahata*  
 U. K. Nahata, Director

DIN : 00233161

*H. M. Baid*  
 H. M. Baid, Chief Financial Officer

DIN : 00503208

## ORCHID SECURITIES LIMITED

NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2018

### 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, 2018

### 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

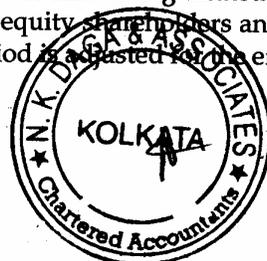
Tax expense comprises of current tax and deferred tax.

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, 2018

### 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 0.40% 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, 2018**

	As at 31st March, 2018 Amount in Rs.	As at 31st March, 2017 Amount in Rs.
<b>2. SHARE CAPITAL</b>		
<i>Authorised Share Capital</i>		
3250000 ( P.Y. 3250000 ) Equity Shares of Rs.10/- each	32,500,000.00	32,500,000.00
<i>Issued, Subscribed &amp; Paid up</i>		
3000100 ( P.Y. 3000100) Equity Shares of Rs. 10/- each paid up in cash	30,001,000.00	30,001,000.00
<b>TOTAL</b>	<b>30,001,000.00</b>	<b>30,001,000.00</b>

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

	31st March, 2018		31st March, 2017	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
At the beginning of the period	3,000,100	30,001,000.00	3,000,100	30,001,000.00
Call money received during the year	-	-	-	-
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.

Name of the Shareholder	As at 31st March 2018		As at 31 March 2017	
	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

	As at 31st March, 2018 Amount in Rs.	As at 31st March, 2017 Amount in Rs.
<b>Statutory Reserve</b>		
Opening Balance	434,231.00	434,231.00
Add: Transferred from Profit & Loss A/c.	80,491.00	-
Closing Balance	514,722.00	434,231.00
<b>Profit &amp; Loss Account</b>		
Opening balance	(8,237,105.60)	(9,149,592.58)
Add: Net Profit/(Net Loss) For the current year	402,456.33	(299,367.02)
Provision for Income Tax written off.	-	736.00
Provision for Diminution in shares written off	-	1,051,597.00
Provision for NPA write off	-	159,521.00
	(7,834,649.27)	(8,237,105.60)
Less : Transferred to Statutory Reserve	80,491.00	-
Closing Balance	(7,915,140.27)	(8,237,105.60)
<b>TOTAL</b>	<b>(7,400,418.27)</b>	<b>(7,802,874.60)</b>

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, 2018**

	As at 31st March, 2018 Amount in Rs.	As at 31st March, 2017 Amount in Rs.
<b>4. LONG TERM PROVISIONS</b>		
Contingent Provision on Standard Assets		
Opening Balance	18,016.00	14,936.00
For the year	(3,740.00)	3,080.00
<b>Closing Balance</b>	<b>14,276.00</b>	<b>18,016.00</b>
<b>5. SHORT TERM BORROWINGS</b>		
Secured		
Car Loan ( against hypothecation of car)	25,267.85	167,975.94
<b>TOTAL</b>	<b>25,267.85</b>	<b>167,975.94</b>
<b>6. TRADE PAYABLES</b>		
Micro, Medium & Small Enterprises	-	-
Others	390.58	360,031.00
<b>TOTAL</b>	<b>390.58</b>	<b>360,031.00</b>
<b>7. OTHER CURRENT LIABILITIES</b>		
Outstanding Liabilities	220,183.14	137,782.00
TDS Payables	2,065.00	3,594.00
<b>TOTAL</b>	<b>222,248.14</b>	<b>141,376.00</b>
<b>8. SHORT TERM PROVISIONS</b>		
a) Provisions for Diminution in value of shares		
Opening Balance	7,645,187.00	8,696,784.00
For the year	52,031.00	(1,051,597.00)
<b>Total (a)</b>	<b>7,697,218.00</b>	<b>7,645,187.00</b>
b) Provision For Income Tax	52,300.00	-
<b>TOTAL ( a+b )</b>	<b>7,749,518.00</b>	<b>7,645,187.00</b>
<b>10. LONG TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good)		
Deposits	3,000.00	3,000.00
Other Loans and Advances	3,569,065.00	6,005,271.00
<b>TOTAL</b>	<b>3,572,065.00</b>	<b>6,008,271.00</b>
<b>12. TRADE RECEIVABLES</b>		
(Unsecured Considered Goods)		
Outstanding for a period exceeding 6 months	-	-
Other Debts	-	54,423.51
<b>TOTAL</b>	<b>-</b>	<b>54,423.51</b>
<b>13. CASH AND BANK BALANCES</b>		
Balances with Bank in current account.	1,367,882.51	1,047,302.93
Cash in hand	364,777.55	239,822.55
<b>TOTAL</b>	<b>1,732,660.06</b>	<b>1,287,125.48</b>



**ORCHID SECURITIES LTD.**

**09. FIXED ASSETS**

ITEMS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As At 01.04.2017 Rs.	Addition during the Year Rs.	Sale/Adj. during the Year Rs.	As at 31.03.2018 Rs.	As at 01.04.2017 Rs.	For the Year Rs.	Adjus- ment Rs.	As at 31.03.2018 Rs.	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
<b>Tangible Assets</b>										
V. Machine	9,700.00	-	-	9,700.00	7,658.00	1,557.00	-	9,215.00	485.00	2,042.00
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	52,955.00	-	-	52,955.00	2,787.00	2,787.00
Motor Car	609,640.00	-	-	609,640.00	217,185.00	72,395.00	-	289,580.00	320,060.00	392,455.00
<b>TOTAL</b>	720,217.00	-	-	720,217.00	320,676.00	73,952.00	-	394,628.00	325,589.00	399,541.00
<b>PREVIOUS YEAR</b>	720,217.00	-	-	720,217.00	243,696.00	76,980.00	-	320,676.00	399,541.00	



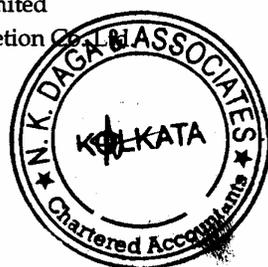
## ORCHID SECURITIES LIMITED

### 11. INVENTORIES

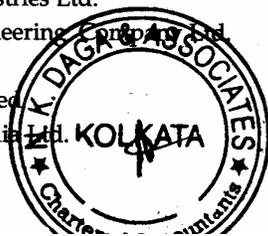
Particulars	FACE VALUE	As on 31.03.2018		As on 31.03.2017	
		Qty.	Amount	Qty.	Amount
Aananda Lakshmi Spinning Mills Ltd.	10.00	260	10,530.00	260	10,530.00
ABAN Offshore Limited	-	-	-	300	95,018.20
Action Construction Equipment Ltd.	-	-	-	1,500	95,071.32
Advik Laboratories Ltd.	10.00	204	3,633.14	3,045	54,229.93
Aftek Limited	2.00	3,802	48,253.20	3,802	48,253.20
Ajmera Reality & Infra India Ltd.	10.00	2,000	340,193.26	2,000	340,193.26
Aksh Optifibre Ltd.	5.00	7,000	170,513.91	7,000	170,513.91
Alfa Transform. Ltd.	-	-	-	500	42,782.50
Alok Industries Limited	10.00	500	4,043.99	27,500	222,419.18
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
Arihant Superstructure Ltd.	10.00	1,000	194,500.00	-	-
Arrow Textiles Ltd.	10.00	1,000	48,439.40	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
Ashima Synthetics Ltd.	10.00	2,500	77,625.00	-	-
Ashirwad Steels & Industries Ltd.	10.00	1,000	29,700.00	1,000	29,700.00
Asian Electronics Ltd.	5.00	1,000	28,765.00	1,000	28,765.00
Atlanta Limited	2.00	2,000	222,513.20	-	-
ATN International Ltd.	4.00	4,400	8,844.00	4,400	8,844.00
Bajaj Hindusthan Sugar Ltd.	1.00	2,000	21,900.00	-	-
Balaji Telefilms Ltd.	2.00	2,000	262,300.00	-	-
Barak Valley Cements Ltd.	-	-	-	1,000	38,725.80
Bedmutha Industries Ltd.	-	-	-	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
Bharat Heavy Electricals Ltd.	2.00	200	17,748.00	-	-
Bhusan Steel Ltd.	2.00	2,000	151,577.14	-	-
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	1,000	161,188.25
C & C Constructions Ltd.	-	-	-	2,200	90,308.90
CCS Infotech Ltd.	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.	-	-	-	1,000	8,280.50
Core Education & Technology Ltd.	2.00	3,300	134,362.24	3,300	134,362.24
Cyber Mat Infotech Ltd.	2.00	2,000	26,250.00	2,000	26,250.00
DCW Limited	2.00	2,000	80,650.00	2,000	51,820.00
Deccan Gold Mines Ltd.	-	-	-	1,500	68,699.10
Dena Bank Limited	10.00	1,000	27,390.00	-	-
Dhanlakshmi Bank Ltd.	-	-	-	2,900	205,675.42
Digjam Limited	10.00	5,000	81,750.00	-	-
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.	-	-	-	500	74,115.00
Eastern Silk Industries Ltd.	-	-	-	2,000	51,913.28
Ecoboard Industries Ltd.	10.00	1,000	25,630.00	1,000	25,630.00
Everest Kanto Cylinder Ltd.	2.00	5,000	334,045.50	-	-
Elecon Engineering Co. Ltd.	2.00	500	47,433.75	500	47,433.75
Electro Steel Castings Ltd.	1.00	2,000	45,064.74	2,000	45,064.74
Emami Infrastructure Ltd.	2.00	1,000	206,948.75	-	-
Emkay Global Financial Services Ltd.	10.00	400	45,306.00	400	45,306.00
EON Electric Ltd.	-	-	-	1,500	116,570.04
ERA Infra Engineering Ltd.	2.00	10,000	38,788.00	10,000	38,788.00
Esskay Telecom Ltd.	10.00	5,000	44,233.15	5,000	44,233.15
E. Star Infotech Ltd.	2.00	10,000	20,000.00	10,000	20,000.00
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
Firstsource Solution Ltd.	10.00	8,000	408,150.00	-	-
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 Consumer Ltd	6.00	1,000	39,325.00	-	-
Future Enterprise Limited	2.00	1,500	35,964.99	7,500	179,824.95
GAIL (India) Limited	10.00	1,000	491,540.00	-	-
Gajra Bevel Gears Ltd.	10.00	1,000	9,300.00	1,000	9,300.00
Genus Power Infrastructure Ltd.	1.00	2,500	192,550.00	-	-
Geodesic Limited	2.00	300	43,808.00	300	43,808.00
GG Automotive Gears Ltd.	-	-	-	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
GMDC Ltd.	2.00	1,000	172,942.82	-	-
GMR Infrastructure Ltd.	-	-	-	17,500	349,646.85
Godawari Power & Ispat Ltd.	10.00	450	85,477.50	450	85,477.50
Gontermann Peip Ltd.	-	-	-	500	15,345.00
Govind Rubber Limited	-	-	-	500	19,220.00
Granules India Ltd.	1.00	500	64,662.14	500	64,662.14
Graphaite India Ltd.	2.00	750	446,222.65	-	-
Gufic Bio Science Limited	1.00	2,000	165,098.80	-	-
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	2,000	106,456.08
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
Hindusthan Construction Co. Ltd.	-	-	-	4,000	145,531.32
Housing Development & Infrastructure Ltd.	10.00	1,998	181,494.20	1,998	181,494.22
HEG Limited	10.00	150	204,828.73	-	-
Himachal Futuristics & Communication Ltd.	1.00	37,600	768,386.08	32,600	524,902.38
Himadri Chemical & Industries Ltd.	-	-	-	2,000	58,715.50
Himadri Speciality Chemicals Ltd,	1.00	2,000	196,248.80	2,500	98,400.00
Hindusthan Dorr-Oliver Ltd.	2.00	1,500	85,413.60	1,500	85,413.60
Hindusthan Bio Sciences Ltd.	10.00	2,000	6,840.00	2,000	6,840.00
Hindusthan Engg. & Inds. Ltd.	10.00	8	23,062.98	8	23,062.98
Hindusthan Motors Limited	5.00	10,000	171,244.40	14,500	248,304.38
Hindusthan Oil Exploration Co. Ltd.	10.00	2,500	283,378.70	2,500	283,378.70
Hotline Glass Limited	10.00	2,000	4,000.00	2,000	4,000.00
IDBI Bank Limited	-	-	-	1,250	179,632.18
IDFC Limited	10.00	1,000	68,280.00	1,000	68,280.00



IDFC Bank Limited	10.00	1,000	81,380.00	1,000	81,380.00
IL&FS Engg. & Const. Ltd.	-	-	-	750	80,316.87
Impex Ferro Tech. Ltd.	10.00	1,500	33,180.00	1,500	33,180.00
India Bull Real Estate Limited	-	-	-	1,000	81,765.36
Indosolar Limited	10.00	5,000	50,750.00	-	-
Innovassynth Investments Limited	-	-	-	454	14,305.31
Jai Corp. Limited	1.00	1,700	249,464.65	1,700	249,464.65
Jaiprakash Power Venture Ltd.	10.00	27,000	203,293.53	37,000	278,587.43
JB Chemicals & Pharmaceuticals Ltd.	-	-	-	500	190,717.00
JCT Elerctronics Limited	1.00	2,500	24,034.30	2,500	24,034.30
JCT Limited	-	-	-	24,000	197,482.80
Jhagadia Copper Limited	10.00	3,200	41,733.60	3,200	41,733.60
Jindal Saw Limited	-	-	-	2,000	182,462.72
Jindal Saw Ltd.	2.00	2,000	227,503.64	-	-
Jindal Steel & Power Limited	-	-	-	3,100	413,330.41
JITF Infralogistics Ltd.	-	-	-	152	-
J. Kumar Infraprojects Ltd.	-	-	-	1,000	230,846.85
JP Associates Limited	2.00	23,725	478,472.04	33,725	485,914.18
JP Infra Tech Limited	10.00	5,000	79,201.80	-	-
Jubilant Idustries Ltd.	10.00	500	168,379.18	1,000	394,350.90
Jupiter Bioscience Limited	10.00	3,500	71,734.99	3,500	71,734.99
Jyoti Structure Limited	2.00	5,000	68,650.00	10,000	137,300.00
Kabra Extrusion Technik Ltd.	5.00	2,000	294,400.00	-	-
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	5,000	7,700.00
Kesar Terminals & Infrastructure Ltd.	5.00	500	116,569.58	-	-
Kesoram Industries Ltd.	10.00	2,000	277,338.86	-	-
KEW Industries Limited	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
Kirloskar Electrical Ltd.	-	-	-	500	48,130.00
KLifestyle & Industries Ltd.	1.00	40,000	47,599.60	40,000	47,599.60
KS Oils Limited	1.00	25,000	262,894.25	25,000	262,894.25
KSS Ltd.	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
Lan-Eseda Industries Ltd.	10.00	5,000	6,500.00	5,000	6,500.00
Lincoln Pharmaceuticals Ltd.	10.00	500	99,822.50	500	99,822.50
Llyod Steel Limited	-	-	-	3,400	-
Lokesh Machines Ltd.	10.00	1,750	169,776.50	1,750	169,776.50
Lycos Internet Ltd.	2.00	6,000	63,694.98	6,000	63,694.98
Maars Software International Ltd.	10.00	8,000	35,598.64	8,000	35,598.64
Madhucon Projects Limited	-	-	-	600	78,637.50
Mafatlal Dyes & Chemicals Ltd.	10.00	1,000	17,945.00	1,000	17,945.00
Mahanagar Telephone Nigam Ltd.	-	-	-	500	50,200.00
Manali Petrochemicals Ltd.	10.00	2,000	81,288.76	2,000	81,288.76
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
Marksans Pharma Limited	1.00	2,000	97,880.00	-	-
Mascon Global Ltd.	10.00	1,000	6,640.00	1,000	6,640.00
Max Ventures & Industries Ltd.	-	-	-	1,000	68,586.70
McNally Bharat Engineering Company Ltd.	10.00	2,000	150,593.94	-	-
MCS Ltd.	10.00	1,000	19,860.00	1,000	19,860.00
Metaf Box India Limited	10.00	2,000	9,200.00	2,000	9,200.00
Microtechnologies India Ltd.	10.00	400	55,946.50	400	55,946.50



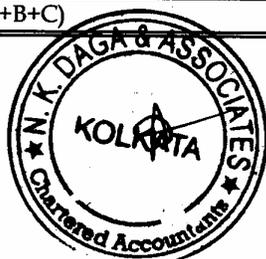
Mirc Electronice Ltd.	-	-	-	5,000	87,950.00
Moschip Semi Con Technology Limited	2.00	1	22.80	1	22.80
Mukand Engineering Limited	10.00	1,000	55,475.16	1,000	55,475.16
Mukta Arts Limited	5.00	1,000	113,035.00	-	-
Murudeshwar Ceramics Ltd.	10.00	1,000	28,650.00	2,000	57,300.00
Nagarjuna Construction Co. 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	2,000	155,326.34	2,400	186,391.61
Network 18 Media & Investment Ltd.	5.00	250	21,627.10	250	21,627.10
Nextgen Animation Media Ltd.	10.00	5,280	42,265.98	5,280	42,265.98
Next Media Works Ltd.	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	-	-	-	1,000	70,009.24
NMDC Ltd.	-	-	-	300	99,418.00
NOCIL Limited	10.00	1,000	186,451.50	-	-
NTC Industries Limited	-	-	-	500	38,946.70
Ocean Infrastructure Ltd.	10.00	2,000	28,600.00	2,000	28,600.00
Oftrak Technologies Export Ltd.	10.00	4,000	4,000.00	4,000	4,000.00
Oil Country Tubular Ltd.	10.00	2,000	117,443.52	5,000	293,608.80
Opal Industries Ltd.	10.00	2,000	4,000.00	2,000	4,000.00
Orbit Corporation Ltd.	10.00	500	8,385.00	500	8,385.00
Orchid Chemical Limited	-	-	-	2,000	284,093.70
Orient Paper & Inds. Ltd.	1.00	1,000	49,950.00	-	-
Padmini Technologies Limited	10.00	1,200	57,444.00	1,200	57,444.00
Paramount Comm. Ltd.	2.00	2,000	33,080.00	-	-
Parrekh Platinum Limited	10.00	1,000	12,706.74	1,000	12,706.74
Patel Engineering Ltd.	1.00	500	70,637.45	500	70,637.45
PBA Infrastructure Ltd.	10.00	2,000	40,700.00	2,000	40,700.00
Pen Industries Limited	-	-	-	1,000	58,028.73
Pentefour Products Limited	10.00	600	15,090.00	600	15,090.00
Permanent Magnets Limited	-	-	-	1,000	28,390.00
Philips Carbone Black Ltd.	-	-	-	1,000	209,510.25
Punjab National Bank Ltd.	-	-	-	500	76,580.00
PNC Infratech Limited	10.00	1,000	140,779.90	-	-
Polyplex Corporation Ltd.	10.00	200	96,734.10	200	96,734.10
Prakash Industries Limited	10.00	1,500	153,489.99	1,500	153,489.99
Pratibha Industries Ltd.	2.00	1,000	6,800.00	-	-
Precision Camshaft Ltd.	10.00	1,000	142,899.45	-	-
Prozone Capital Shopping Centres Ltd.	-	-	-	1,000	37,957.43
Prozone Intu Properties Ltd.	2.00	3,000	157,827.42	-	-
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
PVP Ventures Limited	10.00	1,000	29,990.00	1,000	29,990.00
Rain Industries Limited	-	-	-	1,000	53,649.96
RattanIndia Infrastructure Ltd.	2.00	15,000	73,513.35	2,507	-
RattanIndia Power Ltd.	10.00	12,000	119,400.00	2,000	27,700.00
RDB Realty & Infrastructure Ltd.	-	-	-	1,000	59,896.67
Real Strip Limited	10.00	500	22,615.75	500	22,615.75
Redington (India) Ltd.	-	-	-	500	69,311.50
Reliance Capital Limited	10.00	1,200	652,975.24	1,200	493,946.47
Reliance Home Finance Ltd.	10.00	1,700	-	-	-
Reliance Industrial Infrastructure Ltd.	10.00	625	462,361.43	625	462,361.43
Reliance Naval & Engineering Ltd.	10.00	3,000	183,540.00	1,000	93,670.00



Reliance Power Limited	10.00	2,760	260,509.78	2,760	260,509.80
Resurgere Mines & Minerals Indus. Ltd.	10.00	1,500	47,734.35	1,500	47,734.35
Rico Auto Industries Ltd.	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	6.00	2,520	32,743.57	2,520	32,743.57
Rolta India Limited	-	-	-	1,000	120,697.35
Roman Tarmat Limited	-	-	-	200	56,841.25
Royale Manor Hotels & Industries Ltd.	10.00	1,000	24,388.50	1,000	24,388.50
RSWM Ltd. (Preference)	-	-	-	1,000	23,977.00
Ruchi Infrastructure Limited	1.00	1,000	22,560.04	1,000	22,560.04
Ruchisoya Industries Ltd.	2.00	11,500	324,207.89	1,500	121,587.99
Sadbhav Infrastructure Ltd.	10.00	1,000	121,863.25	-	-
Sai Television Limited	10.00	2,000	14,200.00	2,000	14,200.00
Sakthi Sugars Limited	-	-	-	2,500	135,987.68
S.A.L. Steel Authority Limited	10.00	2,000	12,740.00	2,000	12,740.00
Sancia Global Infraprojects Ltd.	10.00	400	13,680.00	400	13,680.00
Sanghi Polyester Limited	10.00	3,000	10,718.16	3,000	10,718.16
Saven Technology Ltd.	10.00	2,000	60,160.00	2,000	60,160.00
Seasons Furnishing Ltd.	-	-	-	1,000	15,000.00
SEL Manufacturing Co.	10.00	500	30,100.00	500	30,100.00
Setco Automotive Limited	2.00	4,500	220,259.97	-	-
Sharp Indi Limited	-	-	-	1,000	62,050.25
Sheshadri Industries Ltd.	10.00	370	14,985.00	370	14,985.00
Shree Astha Vinayak Cinevision Ltd.	1.00	2,500	15,825.00	2,500	15,825.00
Shree Global Tradefin Ltd.	1.00	500	29,087.00	500	29,087.00
Shree Mahanagar Sugar Mill Ltd.	1.00	10,000	7,850.00	10,000	7,850.00
Shree Rams M. Tech Ltd.	10.00	2,500	113,992.58	200	83,416.00
Signet Industries Ltd.	1.00	5,000	63,500.00	-	-
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 Plastics Technology Ltd.	1.00	2,000	172,160.00	1,000	82,607.78
Siris Limited	10.00	700	50,666.00	700	50,666.00
SKIL Infrastructure Ltd.	10.00	2,000	105,229.90	-	-
S. Kumars Nationwide Ltd.	10.00	1,000	61,772.50	1,000	61,772.50
Soundcraft Industries	2.00	3,000	-	3,000	-
Spentex Industries Ltd.	10.00	1,000	4,160.00	1,000	4,160.00
Sri Digvijay Cement Limited	10.00	3,017	108,765.14	3,017	108,765.17
Star Ferro & Cement Ltd.	1.00	1,000	127,172.25	-	-
Steel Authority of India Ltd.	10.00	5,050	382,970.23	5,050	356,677.66
Steel Exchange India Ltd.	10.00	2,000	64,420.00	-	-
Subex Ltd.	10.00	19,500	231,264.93	19,500	245,162.58
Sujana Metal Products Ltd.	5.00	2,500	55,912.50	2,500	55,912.50
Sundram Fasteners Limited	10.00	25	6,636.25	25	6,636.25
Sundram Multi Papers Ltd.	1.00	10,000	52,200.00	-	-
Sunflag Iron & Steel Co. Ltd.	10.00	2,000	193,685.90	-	-
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 Spanning Mill Ltd.	10.00	500	24,377.24	500	24,377.24
Suryavanshi Spinning Mills Ltd.	-	-	-	370	14,985.00
Suzlon Energy Ltd.	2.00	1,000	21,939.65	12,000	273,065.52
Syncom Healthcare Ltd.	10.00	5,000	38,155.00	5,000	38,155.00
Tata Sponge Iron Limited	-	-	-	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
Torent Power Limited	10.00	500	134,655.00	-	-
Transgene Biotek Ltd.	10.00	10,000	49,000.00	10,000	49,000.00
Trident Limited	10.00	1,000	90,830.00	-	-
Trigyn Technology Limited	10.00	1,000	148,019.50	1,000	129,045.00
Tripex Overseas Limited	10.00	2,000	31,140.10	2,000	31,140.10
Tutis Techno. Limited	10.00	500	18,320.00	500	18,320.00
TVG Sracc Ltd.	10.00	1,000	75,320.00	-	-
United Breweries (Holdings) Ltd.	10.00	10,000	567,150.00	10,000	567,150.00
Umang Diaries Limited	5.00	1,000	82,199.72	-	-
Unitech Ltd.	2.00	2,000	35,422.30	27,000	500,323.50
Unity Infra Projects Ltd.	2.00	6,500	108,566.97	6,500	108,566.97
Universal Cables Limited	10.00	1,000	144,307.86	-	-
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 Value Steel Ltd.	1.00	25,000	46,000.00	25,000	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	92,403.52	2,000	68,595.60
Vedanta Limited	-	-	-	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	5,000	169,816.30	3,000	128,616.30
Vijaya Bank Ltd.	-	-	-	2,500	256,702.00
Vijay Shanti Builders Ltd.	1.00	1,500	33,864.84	500	17,366.44
Vikash Metal & Power Ltd.	10.00	2,000	22,499.94	2,000	22,499.94
Vimta Labs Limited	-	-	-	1,000	105,137.63
Visu International Ltd.	10.00	2,000	12,380.00	2,000	12,380.00
Vivimed Labs Ltd.	2.00	6,000	674,670.78	-	-
Walchandnagar Industries Ltd.	-	-	-	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
Zensar Technologies Ltd.	1.00	1,000	141,262.33	-	-
<b>TOTAL = A</b>		<b>771,353</b>	<b>22,316,831.24</b>	<b>833,977</b>	<b>20,818,958.35</b>
<b>Quoted - Preference Shares (Fully paid-up)</b>					
JSW Steel Ltd. - Non convertible Preference Sha:	10.00	3,200	32,000.00	3,200	32,000.00
<b>TOTAL = B</b>		<b>3,200</b>	<b>32,000.00</b>	<b>3,200</b>	<b>32,000.00</b>
<b>Un-quoted - Equity Shares (Fully paid-up)</b>					
Simplex Estates Pvt. Ltd.	10.00	15,000	195,000.00	15,000	195,000.00
Toshith Securities Pvt. Ltd.	10.00	80,000	800,000.00	80,000	800,000.00
<b>TOTAL = C</b>		<b>95,000</b>	<b>995,000.00</b>	<b>95,000</b>	<b>995,000.00</b>
<b>GRAND TOTAL = (A+B+C)</b>		<b>869,553</b>	<b>23,343,831.24</b>	<b>932,177</b>	<b>21,845,958.35</b>



**ORCHID SECURITIES LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

	As at 31st March 2018 Amount in Rs.	As at 31st March 2017 Amount in Rs.
<b>14. SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good)		
Advances	800,000.00	-
(Unsecured, considered doubtful)		
Other Loans and Advances	2,550,000.00	2,550,000.00
	3,350,000.00	2,550,000.00
Less. Provision for NPA	2,550,000.00	2,550,000.00
<b>TOTAL</b>	<b>800,000.00</b>	<b>-</b>
<b>15. OTHER CURRENT ASSETS</b>		
Advance to Staff	82,400.00	82,400.00
Tax Deducted at source	219,433.00	147,272.00
Prepaid Expenses	17,122.00	26,038.00
Income Tax Refund Receivable	37,682.00	37,682.00
Preliminary Expenses	481,500.00	642,000.00
<b>TOTAL</b>	<b>838,137.00</b>	<b>935,392.00</b>
<b>16. REVENUE FROM OPERATIONS</b>	<b>2017-2018</b>	<b>2016-2017</b>
	<b>Amount in Rs.</b>	<b>Amount in Rs.</b>
Sale of shares	30,444,924.38	22,943,984.66
Interest ( TDS Rs.72,161/-, Previous year Rs. 96,288/- )	721,604.00	962,879.00
Dividend	70,416.54	75,857.50
Speculative Profit from Shares	11,616.56	11,402.96
<b>TOTAL</b>	<b>31,248,561.48</b>	<b>23,994,124.12</b>
<b>17. OTHER INCOME</b>		
Interest on Income Tax Refund	-	6,326.00
Provision for Standard Assets write off	3,740.00	-
<b>TOTAL</b>	<b>3,740.00</b>	<b>6,326.00</b>
<b>18. CHANGES IN INVENTORY OF STOCK IN TRADE</b>		
Opening Stock of shares	21,845,958.35	22,776,287.52
Less. Closing Stock of shares	23,343,831.24	21,845,958.35
Net (Increase) / Decrease	<b>(1,497,872.89)</b>	<b>930,329.17</b>
<b>19. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries	795,730.00	695,400.00
Bonus	58,840.00	44,680.00
Leave salary	16,760.00	13,885.00
Increment Salary	-	8,850.00
<b>TOTAL</b>	<b>871,330.00</b>	<b>762,815.00</b>
<b>20. FINANCE COSTS</b>		
Interest on Car Loan	9,644.05	23,924.87
<b>TOTAL</b>	<b>9,644.05</b>	<b>23,924.87</b>



**ORCHID SECURITIES LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

	2017 - 2018	2016 - 2017
	Amount in Rs.	Amount in Rs.
<b>21. DEPRECIATION &amp; AMORTIZATION EXPENSES</b>		
Depreciation	73,952.00	76,980.00
Preliminary Expenses	160,500.00	160,500.00
<b>TOTAL</b>	<b>234,452.00</b>	<b>237,480.00</b>
<b>22. OTHER EXPENSES</b>		
Advertisement	13,925.00	8,751.00
Annual Custodian Fees	20,907.00	20,610.00
Auditor's Remuneration [ Refer Note (a) ]	32,000.00	22,500.00
Bank Charges	115.00	345.00
Books & Periodicals	720.00	2,436.00
Contingent Provision on Standard Assets	-	3,080.00
Conveyance	1,738.00	1,460.00
Demat Charges	11,226.59	9,975.73
Director Fees	13,500.00	12,500.00
Donation	11,000.00	5,000.00
Electric Charges	14,490.00	14,880.00
E-Voting Charges	11,650.00	5,750.00
Filling Fees	5,400.00	7,200.00
General Charges	43,091.00	57,909.00
Interest on P. Tax	205.00	90.00
Interest on TDS	-	3,340.00
Late Payment Charges	13,407.92	-
Listing Fees	71,375.00	57,250.00
Motor Car Expenses	51,650.00	66,360.00
Postage & Stamps	33,504.00	36,716.00
Printing & Stationery	40,678.00	33,050.00
Professional Fees	75,500.00	39,250.00
Rates & Taxes	6,750.00	6,750.00
Registrar Fees	46,941.00	40,252.00
Repair & Maintenance	10,195.00	2,400.00
Goods & Service Tax on shares	36,013.06	-
Secretarial Audit Fees	5,000.00	5,000.00
Security Transaction Tax	111,003.56	93,317.00
Service Charges on Shares	40,580.57	74,128.33
Telephone Charges	8,009.00	15,669.00
Web site charges	3,852.00	3,650.00
Internet Charges	12,021.00	-
<b>TOTAL</b>	<b>746,447.70</b>	<b>810,119.06</b>
<b>a) Auditor's Remunerations</b>		
Statutory Audit Fees	13,000.00	9,000.00
Tax Audit Fees	5,000.00	3,000.00
Certification Fees	14,000.00	10,500.00
	<b>32,000.00</b>	<b>22,500.00</b>
<b>23. EARNING PER SHARE</b>		
Weighted average number of equity shares outstanding during the year	3000100	3000100
Profit after Tax attributable to equity shareholders (₹)	402,456.33	(299,367.02)
Nominal value of ordinary shares (₹)	10/-	10/-
Earning per share ( Basic & Diluted ) (₹)	0.13	(0.10)



**ORCHID SECURITIES LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

24. 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" (AS17), issued by the Institute of Chartered Accountants of India.
25. 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	31.03.2018 Amount in Rs.	31.03.2017 Amount in Rs.
<b>Remuneration</b>		
Mr. B. L. Birmecha	300,000.00	300,000.00
Mr. H. M. Baid	263,745.00	222,670.00

26. 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.
27. No Deferred Tax Asset has been recognised as there is no certainty of the realization of the same in future.
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 N. K. Daga & Associates  
Chartered Accountants  
Firm Registration No. 324493E

*Nilesh Kumar Daga*

(FCA Nilesh Kumar Daga)  
Proprietor  
Membership No. 059304

Place : Kolkata  
Date : 29.05.2018



For and on behalf of the Board of Directors

*B. L. Birmecha*  
B. L. Birmecha, Whole Time Director  
DIN : 00750317

*L. P. Saraogi*  
L. P. Saraogi, Director  
DIN : 00503468

*U. K. Nahata*  
U. K. Nahata, Director  
DIN : 00233161

*H. M. Baid*  
H. M. Baid, Chief Financial Officer  
DIN : 00503208

**ORCHID SECURITIES LIMITED**

**ANNEXURE - A**

Schedule annexed to the Balance Sheet as at 31st March, 2018  
(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	25	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	4372	
4. Break up of Leased Assets and Stock on hire and hypothecation loans counting towards EL/HP activities :		
(a) <del>Lease assets including lease rentals under sundry debtors :</del>	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**

<b>5. Break-up of Investments :</b>	
<b>Current Investments :</b>	
<b>1. Quoted :</b>	
(i) Shares : (a) Equity	22317
(b) Preference	32
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Fund	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
<b>2. Unquoted :</b>	
(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
<b>Long Term Investments :</b>	
<b>1. Quoted :</b>	
(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
<b>2. Unquoted :</b>	
(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	--	4372	4372
<b>Total</b>	--	4372	4372

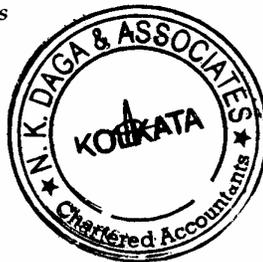
7 Investor group-wise classification of all investments (current and long term) in shares and securities (both Quoted and unquoted) :

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	934	800
2. Other than related parties	19524	14847
<b>Total</b>	20458	15647

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
<b>Total</b>	

For N. K. Daga & Associates  
Chartered Accountants  
FRN : 324493E  
*Nilesh Kumar Daga*  
(FCA Nilesh Kumar Daga)  
Proprietor  
Membership No. 059304



Place : Kolkata  
Date : The 29th day of May, 2018

On behalf of the Board

*B. L. Birmecha*  
B. L. Birmecha, Whole Time Director  
DIN : 00750317

*L. P. Saraogi*  
L. P. Saraogi, Director  
DIN : 00503468

*U. K. Nahata*  
U. K. Nahata, Director  
DIN : 00233161

*H. M. Baid*  
H. M. Baid, Chief Financial Officer  
DIN : 00503208

**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 25th Annual general Meeting of the Company, to be held on Saturday, 22nd September, 2018 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. Susanta Banerjee, Independent Director, retiring by rotation		
03	Re-appointment of Mrs. Dimple Gupta, Women Director, retiring by rotation		

Signed this .....day of .....2018

\_\_\_\_\_  
 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 25th Annual General Meeting dated 22nd September, 2018.
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)

25th Annual General Meeting - 22nd September, 2018

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 25th Annual General Meeting of the Company held on Saturday, the 22nd Day of September, 2018 at 11.30 a.m. at 36A, Bentinck Street, 1st Floor, Kolkata - 700 069.

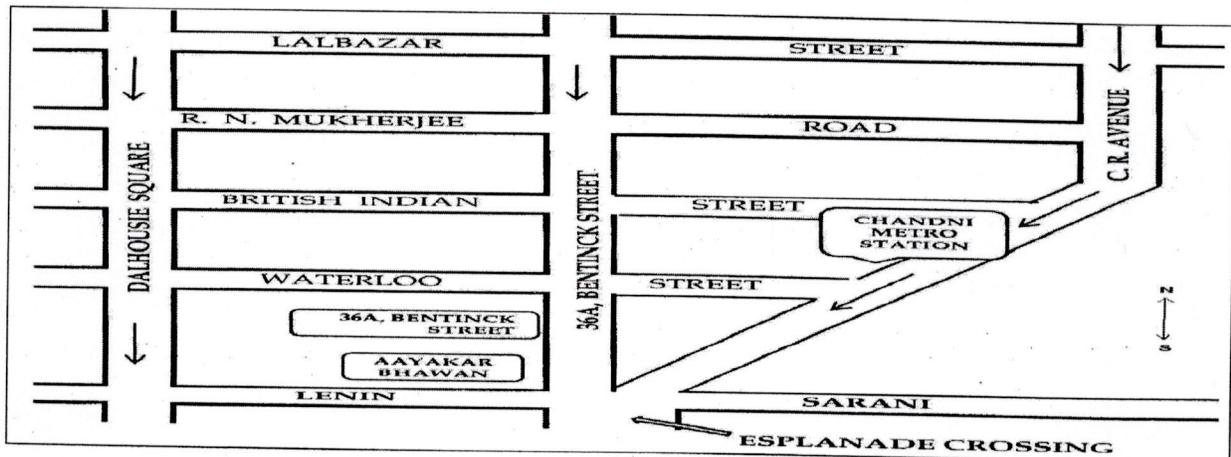
Signature of the Member/Proxy holder

\*\* 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.