

**I SECURE CREDIT & CAPITAL SERVICES LIMITED  
(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Shareholders of I Secure Credit & Capital Services Limited [Formerly known as Orchid Securities Limited] (“Company”) will be held on Monday, April 11, 2022 at 12:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility (“Notice”), to transact the following businesses: -

**SPECIAL BUSINESS:**

**ITEM NO. 1 – APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATIONS 23 OF SEBI (LODR) REGULATIONS, 2015:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its power) Rules 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related Party Transactions and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction (s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract (s)/ arrangement (s)/ transaction (s) with “Related Parties” within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of the SEBI Listing Regulations, to the extent of the maximum amounts as provided below, on such term (s) and condition (s) as the Board of Directors may deem fit, provided that the said contract (s)/ arrangement (s)/ transaction (s) so carried out shall be at ARM'S LENGTH BASIS and in the ordinary course of business of the Company for the Financial Year 2022-23 with respect to sale,

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transactions, for the financial year 2022-2023 on such terms and conditions as may be decided by the Board and recommended and reviewed by audit committee.

<b>SR. NO.</b>	<b>NAME OF RELATED PARTY</b>	<b>RELATIONSHIP</b>	<b>NATURE OF TRANSACTION</b>	<b>TANSACTION AMOUNT IN RS.</b>
1.	Yatin Sanjay Gupte	Promoter	As per Section 188 and RPT Policy of the Company	₹ 30 Crore
2.	Sojan Avirachan	Promoter	As per Section 188 and RPT Policy of the Company	₹ 30 Crore
3.	Venkataramana Revuru	Promoter	As per Section 188 and RPT Policy of the Company	₹ 30 Crore
4.	Aveas Business Solutions Private Limited	The Company is Promoted by Sojan Avirachan (Director of the Company)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

5.	Garuda Mart India Private Limited	The Company is Promoted by Venkataramana Revuru (Director of the Company)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore
6.	Wardwizard Solutions India Private Limited	The Company is Promoted by Yatin Sanjay Gupte (Director of the Company)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore
7	Mangalam Industrial Finance Limited	The Company is Promoted by Yatin Sanjay Gupte, Venkataramana Revuru and Sojan Avirachan (Director of the Company)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore

**RESOLVED FURTHER THAT** Mr. Sojan Avirachan, Managing Director and Ms. Grishma Shewale, Company Secretary of the Company be and are hereby severally authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

**I SECURE CREDIT & CAPITAL SERVICES LIMITED  
(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

**For & On Behalf of the Board  
I Secure Credit & Capital Services Limited  
(Formerly known as Orchid Securities Limited)**

**SD/-**

**Sojan Vettukallel Avirachan**

**(Managing Director)**

**DIN: 07593791**

**Place: Vadodara**

**Date: 08-03-2022**

Notes:

- 1) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read together with the rules made thereunder.
- 2) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circulars no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (collectively referred to as "MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") permitted holding of the EGM through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the shareholders at a common venue. Accordingly, the EGM of the Company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote voting are prescribed in the Notice.
- 3) In line with the various MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ Depositories ("DP") and whose

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

names appears in the Register of Members as on **March 04, 2022**. Shareholders may note that the Notice of EGM (along with explanatory statement) will also be available on the Company's website [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com), website of MSEI ([www.msei.in](http://www.msei.in)).

- 4) Pursuant to the provisions of the Companies Act, 2013, a shareholder entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the Company. Since this EGM is being held pursuant to the aforesaid MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5) Since the EGM is held through VC/OAVM, the Route Map is also not annexed with this Notice.
- 6) Shareholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Shareholders can attend and participate in the EGM through VC/OAVM only.
- 7) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [aparnatripathi24@gmail.com](mailto:aparnatripathi24@gmail.com)/ [csaparnatripathi@gmail.com](mailto:csaparnatripathi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 8) The proceedings of the EGM shall be deemed to be conducted at the Administrative Office of the Company at First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, which shall be the deemed venue of the EGM.
- 9) The Company hereby requests all its shareholders to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the shareholders through e-mail. Shareholders holding shares in physical form are requested to intimate their e-mail address to the Company's Registrar and Share Transfer Agent, **Maheshwari Datamatics Pvt. Ltd. Registrar & Share Transfer Agent 23 R.N. Mukherjee Road 5th Floor, Kolkata – 1** or update details on Share Transfer Agent website <https://mdpl.in/form/email-update>. Shareholders holding shares in dematerialized form are also requested to contact their respective DP for registering their e-mail IDs.

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

- 10) Shareholders holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Shareholders can contact the Company or its RTA for further assistance. Further, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 11) Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such shareholders after making requisite changes.
- 12) In case of joint holders, the shareholders whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 13) Electronic copy of all documents referred to in this Notice of EGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to [compliance@iccslimited.in](mailto:compliance@iccslimited.in) for inspection, which shall be made available electronically for inspection to the shareholders.
- 14) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@iccslimited.in](mailto:compliance@iccslimited.in) The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@iccslimited.in](mailto:compliance@iccslimited.in).

These queries will be replied by the Company suitably by email.

- 15) The Securities and Exchange Board of India (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and bank details by every participant in securities market. Shareholders holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their demat accounts.  
Shareholders holding shares in physical form can submit their PAN and Bank details to the Company/ RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the said SEBI circular.

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

- 16) Mrs. Aparna Tripathi, a Practicing Company Secretary (Membership No. 67594), has been appointed as “Scrutinizer” to scrutinize the e-Voting process and voting at the EGM in a fair and transparent manner and he has communicated his willingness to be appointed.
- 17) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 18) The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at **www.orchidsecuritiesltd.com** and on the website of NSDL, immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
- 19) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of EGM.
- 20) The Company has been allotted ISIN **INE077D01014** by CDSL and NSDL for dematerialization of the Company’s shares. We hereby request all the shareholders to get their shares dematerialized.
- 21) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- 22) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

- 23) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- 24) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 25) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
- 26) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. Metropolitan Stock Exchange Limited [www.msei.in](http://www.msei.in) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



**I SECURE CREDIT & CAPITAL SERVICES LIMITED  
(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

27) EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Friday, April 08, 2022 at 09:00 A.M.** and ends on **Sunday, April 10, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **April 04, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **April 04, 2022**.

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

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="793 513 1761 1057">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="793 1089 1761 1252">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="793 1292 1761 1414">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</li></ol>

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

	<p>launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at</li></ol>

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

**I SECURE CREDIT & CAPITAL SERVICES LIMITED  
(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

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

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

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

*and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

**I SECURE CREDIT & CAPITAL SERVICES LIMITED  
(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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



**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aparnatripathi24@gmail.com](mailto:aparnatripathi24@gmail.com)/ [csaparnatripathi@gmail.com](mailto:csaparnatripathi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@iccslimited.in](mailto:compliance@iccslimited.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@iccslimited.in](mailto:compliance@iccslimited.in). If you are an Individual

**I SECURE CREDIT & CAPITAL SERVICES LIMITED  
(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)). The same will be replied by the company suitably.

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

**EXPLANATORY STATEMENT**

**(Pursuant to Section 102 of the Companies Act, 2013)**

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

**Item No. 1**

Mr. Sojan Avirachan, Managing Director is the common director, common promoter and member of the Aevas Business Solutions Private Limited and Mangalam Industrial Finance Limited, Mr. Yatin Sanjay Gupte is director and promoter of Wardwizard Solutions India Private Limited and Mangalam Industrial Finance Limited and Mr. Venkataramana Revuru is director and promoter of Garuda Mart Private Limited and Mangalam Industrial Finance Limited. Mr. Sojan Avirachan and Mr. Venkataramana Revuru and Mr. Yatin Sanjay Gupte are only business partners & they are not related to each other and these Companies are related party as per section 2 (76) of the Companies Act, 2013.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the year 2022-23:

Sr. No.	Name of the Party	Transaction (s) Amount in ₹
1.	Yatin Sanjay Gupte	₹ 30 crore
2.	Sojan Avirachan	₹ 30 crore
3.	Venkataramana Reveru	₹ 30 crore
4.	Aevas Business Solutions Private Limited	₹ 20 Crore
5.	Garuda Mart India Private Limited	₹ 20 Crore
6.	Warwizard Solutions India Private Limited	₹ 20 Crore
7.	Mangalam Industrial Finance Limited	₹ 20 Crore

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

Moreover, the estimated value of the transaction (s) relating to ongoing sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowing/lending (Loans and Advances) on such term(s) and condition (s) as the board of directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2022-23 as mentioned in the below list are likely to exceed the threshold prescribed under section 188 of the Companies Act, 2013, read with the rules made there and under Regulations 23 of the SEBI (LODR) Regulations 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) Pursuant to sub-rule (3) of Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by audit committee grant the omnibus approval as per Regulations 23 of SEBI (LODR) Regulations and SEBI circular no SEBI/HO/CFD/CMD/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021.

The particulars of transaction to be entered into by the Company with related parties are as under:

Sr. No	Particulars	Details						
1	Name of the Related Party	Yatin Sanjay Gupte	Sojan Avirachan	Venkatarama na Revuru	Aveas Business Solutions Private Limited	Garuda Mart India Private Limited	Wardwizard Solutions India Private Limited	Mangalam Industrial Finance Limited
2	Name of the Director of KMP who is related	-	-	-	Mr. Sojan Avirachan, Managing Director of I Secure Credit & Capital Services Limited & Director and Promoter of Aevas Business	Mr. Venkataram ana Revuru, Non Executive and Non Independent Director of I Secure & Capital	Mr. Yatin Gupte, Non Executive and Non Independent Director of I Secure Credit & Capital Services Limited & Director and Promoter of Wardwizard	a) Mr. Venkataramana Revuru is Managing Director, Executive Director and Chairman of Mangalam Industrial Finance Limited, Non Executive and Non Independent Director of I secure Credit and Capital Services Limited, Director and Promoter of Garuda Mart India Private Limited.

**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

					Solutions Private Limited	Services Limited & Director and Promoter of Garuda Mart India Private	Solutions India Private	(b) Mr. Sojan Avirachan is Managing Director of I secure Credit and Capital Services Limited, Promoter and Director of Aevas Business Solutions Private Limited, Non Executive and Non Independent Director of Mangalam Industrial Finance Limited (c)Mr. Yatin Gupte is Director & Promoter of Wardwizard Solutions India Private Limited, Non Executive and Non Independent Director of I secure Credit and Capital Services Limited, Non Executive and Non Independent Director of Mangalam Industrial Finance Limited
3	Nature of Relationship (including nature of interest, financial or otherwise)	Promoter, Non Executive and Non Independent Director	Promoter and Managing Director	Promoter, Non Executive and Non Independent Director	-	-	-	-
4	Nature of Transaction	As per Section 188 and RPT policy	As per Section 188 and RPT policy of the	As per Section 188 and RPT policy of the	As per Section 188 and RPT policy of the Company	As per Section 188 and RPT policy of the	As per Section 188 and RPT policy of the Company	As per Section 188 and RPT policy of the Company



**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

	Subsidiary)							
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.						
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.						
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party						
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.						



**I SECURE CREDIT & CAPITAL SERVICES LIMITED**  
**(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

15	A copy of the Valuation or other external party report, if any such report has been relied upon.	Not applicable
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

# Percentage mentioned in the Explanatory Statement are rounded off.

Members may note that these Related Party Transaction(s)/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations. In view of the above, the Board of Directors recommends passing the resolution stated in the accompanying Notice as a Special Resolution.

Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, as per Regulation 23 (7) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not.

**I SECURE CREDIT & CAPITAL SERVICES LIMITED  
(Formerly known as ORCHID SECURITIES LIMITED)**

(CIN: L18209WB1994PLC062173)

Regd. Office.: MMS Chambers, 4A, Council House Street, 1st floor, Room No. D1, Kolkata – 700001.

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

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

Tel No: +91 7574895589

E-mail ID: - [compliance@iccslimited.in](mailto:compliance@iccslimited.in)

Website: - [www.orchidsecuritiesltd.com](http://www.orchidsecuritiesltd.com)

---

None of the Directors / Key Managerial Personnel except Venkata Ramana Revuru, Managing Director, Yatin Sanjay Gupte, Director, and Vettukallel Avirachan Sojan, Director are concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

The contract (s)/ arrangement (s) / transaction(s) with above related parties are necessary in the ordinary course and have a significant role in the Company's operations. Therefore, the Board of Directors commends the resolution as set-out at item no. 1 for approval of the shareholders as Special Resolution.

None of the Directors / Key Managerial Personnel except Mr. Sojan Avirachan, Mr. Yatin Gupte and Mr. Venktaramana Revuru are concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**For & On Behalf of the Board  
I Secure Credit & Capital Services Limited  
(Formerly known as Orchid Securities Limited)  
SD/-**

**Sojan Vettukallel Avirachan  
(Managing Director)  
DIN: 07593791**

**Place: Vadodara**

**Date: 08-03-2022**