

I SECURE CREDIT & CAPITAL SERVICES LIMITED

(Formerly known as Orchid Securities Limited)

CIN: L18209WB1994PLC062173

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83
Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.
Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.
Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

Date:- 22-03-2023

To,
Head-Listing & Compliance
Metropolitan Stock Exchange of India Ltd (MSEI)
Vibgyog Towers, 4 th Floor,
Plot No C 62, G- Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098

Ref: I Secure Credit & Capital Services Limited (Formerly Known as Orchid Securities Ltd) (SYMBOL: ISCL)

Dear Sirs,

Sub:- Outcome of Postal Ballot and Disclosure of Voting Results as per the requirements of Regulation 30, 44 (3) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended along with Scrutinizer Report.

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Postal Ballot Result along with the Scrutinizer's Report taken for:

- 1) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.

The Voting period was closed on 21st March, 2023 and the Scrutinizer has submitted their report on 22nd March, 2023. Thereafter the result of the voting was declared on 22nd March, 2023 by the Company.

The Special Resolutions in the aforesaid Postal Ballot Notice have been passed with requisite majority by the members of the Company.

Thanking you,
Yours Faithfully,

**For I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Ltd)**

Shewale
Grishma
Ajayrao

**Grishma Shewale
Company Secretary**

Encl:- as above

Digitally signed by Shewale Grishma Ajayrao
Date: 2023.03.22 12:43:06 +05'30'

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	13 th February, 2023
Record date	10 th February, 2023
Total number of shareholders on record date	947
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A N.A

Resolution required: (Ordinary/ Special)			ITEM NO. 1. SPECIAL RESOLUTION: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	*6871150	*0	0.00	0	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	6871150	*0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	4128950	3412434	82.65	3406929	5505	99.84	0.16
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	4128950	3412434	82.65	3406929	5505	99.84	0.16
Total		11000100	3412434	31.02	3406929	5505	99.84	0.16

Note :- Mr. Yatin Sanjay Gupte, (Director and Promoter) holding 2616850 equity shares, Sojan Avirachan (Managing Director and Promoter) holding 2276600 Equity shares and Venkata Ramana Revuru holding 1977700 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.

Thanking you,

Yours Faithfully,

**For I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Ltd)**

Shewale
Grishma
Ajayrao
Grishma Shewale
Company Secretary

Digitally signed by
Shewale Grishma
Ajayrao
Date: 2023.03.22
12:42:26 +05'30'



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69693/Cop No: 25845

Peer Review Certificate No: 2423/2022

📍 Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615
✉ cspoojagala@gmail.com
☎ 8355959800

SCRUTINIZER'S REPORT

To,
Board of Director,
I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

CIN: L18209WB1994PLC062173

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria Kolkata WB 700083.

Administration 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, Pine. 680005, Kerela

Dear Sir,

I, Pooja Amit Gala, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **13th February, 2023** of **I Secure Credit & Capital Services Limited (Formerly Orchid Securities Limited)** ("Company") for the purpose of scrutinizing the E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot Notice dated **13th February, 2023** voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

In view of the pandemic situation prevailing in the country and to obviate difficulties faced by corporates in providing both voting by physical ballot and e-voting provision was made for the members to vote through e-voting only. This was in accordance with the terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 30th December, 2020, MCA Circular no. 10/2021 dated 23rd June, 2021 and MCA Circular No. 20/2021 dated 08th December, 2021 and MCA Circular No. 03/2022 dated 05th May, 2022 and MCA circular 11/2022 dated 08th December, 2022 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from **20th February, 2023** (9.00 a.m.) to **21st March, 2023** (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on **21st March, 2023**.



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69693/Cop No: 25845

Peer Review Certificate No: 2423/2022

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Special Business:

ITEM NO:-1 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 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 of the Companies Act, 2013 (“ACT”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and IND AS 24 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 Transaction(s) 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 2023-24 with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s) 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 transaction(s), for the financial year 2023-2024 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee.

SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION AMOUNT IN RS.	Financial Year
1	Yatin Sanjay Gupte	Promoter	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2023-2024
2	Sojan Avirachan	Promoter	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2023-2024

**POOJA AMIT GALA****Practicing Company Secretaries**

Membership No: 69693/Cop No: 25845

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8355959800

SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION AMOUNT IN RS.	Financial Year
3	Venkataramana Revuru	Promoter	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2023-2024
4	Aveas Business Solutions Private Limited	The Company is Promoted by Mr. Sojan Avirachan (Common Director in both the companies)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore	2023-2024
5	Garuda Mart India Private Limited	The Company is Promoted by Mr. Venkataramana Revuru (Common Director in both the companies)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore	2023-2024
6	Wardwizard Solutions India Private Limited	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore	2023-2024
7	Mangalam Industrial Finance Limited	The Company is Promoted by Mr. Yatin Sanjay Gupte, Mr. Venkataramana Revuru and Mr. Sojan Avirachan (Common Directors in both the companies)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore	2023-2024
8	Wardwizard Innovations & Mobility Limited	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2023-2024



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SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION AMOUNT IN RS.	Financial Year
9	Wardwizard Foods and Beverages Limited (Formerly Known as Vegetable Products Limited)	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)	As per Section 188 and RPT Policy of the Company	₹ 20 Crore	2023-2024
10	Wardwizard Medicare Private Limited	Mr. Yatin Gupte is a common director in both the companies	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2023-2024
11	Wardwizard Solutions Uganda Limited	Wardwizard Solutions Uganda Limited is a subsidiary of Wardwizard Solutions India Private Limited which is promoted by Mr. Yatin Gupte (Common Director)	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2023-2024
12	Wardwizard Global PTE Limited	Mr. Yatin Gupte is a common director in both the companies	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2023-2024

RESOLVED FURTHER THAT any Director and/or, Company Secretary of the Company be and is 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.”



POOJA AMIT GALA

Practicing Company Secretaries

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I, Submit the Report on Postal Ballot as under:

1. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not being sent to the Members for this Postal Ballot. Shareholders were requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.
2. On account of threat posed by COVID-i.9 and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the two depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.
3. The Company had uploaded the Notice together with the explanatory statement on their website of the Company www.orchidsecuritiesltd.com. The RTA has generated Electronic Voting Event Number **123470** for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting.
5. The Postal Ballot e-voting result open by me scrutinized and the shareholding was confirmed with the Register of Members of the Company.
6. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in "Business Standard (English Newspaper, Ahmedabad and Kolkata Edition) and Aarthik Lipi (Bengali Newspaper, Kolkata) on **16th February, 2023**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 947 shareholders, 15 (Fifteen) shareholders have exercised their vote through e-voting. The details of Postal Ballot results for the item placed for consideration by the members are given below;

**POOJA AMIT GALA****Practicing Company Secretaries**

Membership No: 69693/Cop No: 25845

Peer Review Certificate No: 2423/2022

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Item No. 1. Special Resolution: Approval For Material Related Party Transaction (S) Under Section 188 Of The Companies Act, 2013 And Regulation 23 Of SEBI (LODR) Regulations, 2015:

Total No. of Shareholders	947						
Total No. of Shares	11000100						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 20 th February, 2023 to 21 st March, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	*12	*3412434	8	3406929	4	5505
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	*12	*3412434	8	3406929	4	5505
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	*12	*3412434	8	3406929	4	5505

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	*6871150	*0	0.00	0	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	6871150	*0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	4128950	3412434	82.65	3406929	5505	99.84	0.16
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	4128950	3412434	82.65	3406929	5505	99.84	0.16
Total		11000100	3412434	31.02	3406929	5505	99.84	0.16

***Note :- Mr. Yatin Sanjay Gupte, (Director and Promoter) holding 2616850 equity shares, Sojan Avirachan (Managing Director and Promoter) holding 2276600 Equity shares and Venkata Ramana Revuru holding 1977700 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.**

Percentage of Votes cast in favor: 99.84%

Percentage of Votes cast against: 0.16%

As the number of votes casted in favor of the Resolution No.1 i.e. 99.84 %, I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated **13th February, 2023** has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours Faithfully,

Pooja
Amit
Gala

Digitally signed by Pooja Amit Gala
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2.5.4.20=e89e7b53e3af6547a318f1
cf578968f3e118f278f28851a5b8f31
81610f72ae5, postalCode=400080,
st=Maharashtra,
serialNumber=156c38588a2f6c2a1
ac696b8b72a8ec3f90861f99548ed
b4b32d2a65b9aa3c, cn=Pooja Amit
Gala
Date: 2023.03.22 12:03:43 +05'30'

Pooja Amit Gala

(Practicing Company Secretary)

Membership No: 69393

Cop: 25845

Peer Review Number: 2423/2022

ICSI UDIN: A069393D003304053

Date: 22-03-2023

Place: Thane