

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

MEMORANDUM OF ASSOCIATION

OF

*****I SECURE CREDIT & CAPITAL SERVICES LIMITED
(FORMERLY KNOWN AS ORCHID SECURITIES LIMITED)**

***** Change in name of the Company vide Special Resolution passed by postal ballot on 27th January, 2021, and ROC, Kolkata issued the Certificate of Incorporation pursuant to name change on 18th February, 2021.**

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COMPANY LIMITED BY SHARES
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*****I SECURE CREDIT & CAPITAL SERVICES LIMITED**
(FORMERLY KNOWN AS ORCHID SECURITIES LIMITED)

(Incorporated Under Companies Act, 1956)

- I. ***The name of the Company is I Secure Credit & Capital Services Limited (Formerly Known as Orchid Securities Limited).
- II. The Registered office of the Company will be situated in the state of West Bengal.
- III. ****The objects for which the Company is established are:

A. Main objects of the Company to be pursued on its incorporation are:

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

***** Change in name of the Company vide Special Resolution passed by postal ballot on 27th January, 2021, and ROC, Kolkata issued the Certificate of Incorporation pursuant to name change on 18th February, 2021.**

******Alteration of object clause vide Special Resolution passed by Postal Ballot on 27th January, 2021 (Clause III (A) (4) of the MOA be deleted permanently and substitute the re-serial number of Clause III (A) Main objects of the Company to be pursued on its Incorporations are: serial number 1 to 7 respectively).**

4. To carry on the business of subject to the permission of any regulatory authority in a manner as may be permitted, to lend or invest money and negotiate loans in any form or manner, to draw, accept, endorse, discount promissory notes and other negotiable instrument and securities, to act as an underwriter to any issue whether offered to the public for subscription or by way of private, hold, sell and exchange and deal in any company, public authority or Government, to form, promote, subsidise and assist companies, syndicate and partnerships, to promote and finance industrial enterprises and also to give any guarantees for payment of money or performance of any obligation or undertaking to give advances, loan and subscribe to the capital of Industrial Undertaking and to give undertake any business transaction or operation commonly carried on or undertaken by capitalist, promoters Financers, including micro finance, consumer finance, P2P lending, business if finance borrowing, lending, advising, investing, intermediating, underwriting, broking, trading, custody, trusteeship, fintech, marketplace, client requirement matching, credit scoring, rate setting, collection, recovery, technology services, guarantee taking, guarantee issuance, credit enhancement, issuance of notes, secondary trading of loans/notes/securities, loyalty management, bidding, auction, technology services, wealth management, portfolio management services, mobilization and management of capital, and such other allied services.
5. To act as Financial consultant, management, consultants Brokers, dealers, Agents and carry on the business of share broking, money broking, exchange broking and general brokers of shares, debentures, debentures stock, bonds, units, obligations securities, commodities, bullion currencies and to manage the fund of any person or company by investment in various avenues like Growth Fund, Income funds, Tax exemption funds, Pension/superannuation funds, and to pass on the benefits of portfolio Investment to the investor as dividends, Bonds, interest etc. and to provide a complete range of personal financial services like Investment planning, estate planning, tax planning, consultancy/ counselling service in various fields general, administrative, commercial financial, legal , economic , labour, industrial , public relations, scientific, technical, direct and indirect taxation and other levies statistical accountancy, quality control data processing by acquiring/ purchasing sophisticated, office machineries such as computers tabulators, addressing machines etc.
6. To take or purchase , acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or any company or companies either our of its own funds or our if funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such company and to promote , form or acquire any company and to take , purchase , or acquire shares or interest in any company and to transfer to any such company any property of this company.
7. To acquire by purchase , lease, exchange, hire or otherwise develop or operate land, buildings and hereditaments of any tenure or description including agriculture land, mines, quarries tea or coffee gardens, farms, gardens, Orchards, groves, plantation and any estate or interest therein, and any right over or connected with the land and buildings so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining hotels, rooms, flat, houses, restaurant, Markets, shops, workshops, mills, factories warehouses cold storages, wharves, godowns, offices, hostels, garden, swimming pools, play-grounds, building, works and conveniences of all kinds and by leasing, hiring or disposing of the same.

B. *Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:**

1. To hold, purchase, sale or otherwise deal/ acquire lands, flats, suites, multistoried complexes, houses, bungalows, orchards, shopping arcades, parking places, quarters, apartments, farms and farm-houses, buildings, sheds and other fixtures and convenience, industrial, commercial and residential, and to let them out on hire-purchase, rent contract or any other arrangement as may be deemed fit for the purpose of the Company;
2. To purchase and otherwise acquire, own, import, sell export and deal in all materials, substances, appliances, machines, containers and other articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities or whatsoever kind as may be convenient or useful or conducive to the effective working of the business or any part thereof.
3. To acquire, build, construct, alter, maintain, enlarge, pull-down, remove or replace and to work manage and control any buildings offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches of siding, bridges, reservations, water courses, wharves, electric works and other works and conveniences which may seem necessary to achieve the main objects of the company and to join with any other person or company doing any of these things.
4. To buy, sell, manufacture, repair, alter, improve, exchange, out on hire, import, export, and deal in all factories, works, plant, machinery, tools, utensils, appliances, products, materials, substances, articles, and things capable of being used in any business which this company is competent to carry on and to manufacture, experiment with, render, marketable and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the Company.
5. To purchase, take of tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest, whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, privileges, claims, options, leases, property, real or personal or rights or powers of any kinds which may appear to be necessary or convenient or any business of the Company.
6. Subject to the approval of shareholders under section 293 of the Act, to sell, exchange, mortgage, royalty or tribute grant licenses, options, and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effect of the company for such consideration as may be thought it and in particular for stock, shares whether fully or partly paid up or securities of any other company having objects whole or in part similar to those of the company or as may be approved by the shareholders.
7. To pay for any rights or property acquired by the company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.
8. To lend and advance money in cash or kind to individual industries & Commercial houses, either with or without security and give credit to such persons (including Government) upon such terms and conditions as the Company may think it, provided that the Company shall not carry on banking business within the meaning of Banking Regulation Act, 1949.
9. To guarantee the performance of any contract or obligations of and the payment of money dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.

*****Amended vide Special Resolution passed by postal ballot on 27th January, 2021 [The existing heading of Clause III (B) be substituted by the new heading titled as**

“Matters which are necessary for furtherance of the objects specified in Clause III (A)].

10. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stock, contract, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become securities for the performance of any contracts or obligations as may be necessary for the purpose of the company and to draw, make, accept, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lending, debentures and other negotiable or transferable instruments or securities.
11. To subscribe for, underwrite acquire, hold and sell shares share stock, debentures, debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and whatsoever constituted or carrying on business, and to subscribe for under write, acquire, hold and sell shares, debentures and debenture stock, and debenture bonds, mortgages, obligations and other securities issued and guaranteed by any government, sovereign rule, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company.
12. To invest in other in company's own shares any money of the Company not immediately required in any investments moveable or immoveable as may be thought proper and to hold, sell or otherwise deal with investments, shares or stock in the company as may be necessary for the purpose of the Company.
13. Subject to Sec 58A, 292 and 293 of the Act and the Regulation made thereunder and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow of raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed raised or owing the mortgage, charge or lien upon all or any of the property of assets of Company (both present or future) including the uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other person of Company, of any obligation undertaken by the Company.
14. The apply for, purchase or otherwise acquire and project, prolong and renew in any part of the world, any patent rights, brevets, inventions, trademarks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their used or any secret or other information to any invention process or privileges which a my seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly or benefit the company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
15. To form, incorporate any company or companies whether in India or elsewhere having amongst its or their objects the equalization of all or any of the assets or control management of development of the Company of any other object which in the opinion of the Company could or might directly or indirectly assist and companies in the management to its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the cost and expenses incurred in connection with any, such, promotion or incorporation and to remunerate any person or company in any manner it shall think fit for service rendered or to be rendered in or about the formation or promotion of the company or the conduct or its business or in about the promotion of any other, company in which the Company may have an interest.
16. Subject to the provision of Section 230 of the Companies Act, 2013 (Section 391 to 394 of the Companies Act, 1956) to amalgamate or to enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture or reciprocal with any person or person or company or companies carrying on or engaged in any business which the Company is authorized to carry on.

17. To enter an arrangements and take all necessary or proper steps with Government or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the object of the Company or effecting any modification of the Company or furthering the interest of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist the promotions whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
18. a) To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquire by or belonging to the Company and with or without any declared trust in favor of the Company.
b) To accepts gifts including by way of Awards prize from Govt. and Sami-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependents, heirs and children and for deserving object for and other persons also and to act as trustees.
19. To apply the a sets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike combinations, fire, accidents or otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families dependents and whether or not in common with other persons of classes of person and in particular of friendly co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractories, dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
20. To aid peculiarly or otherwise, any association, body of movement having for an object the solutions, or settlement of industrial or labor problems or troubles or the promotion of industry or trade. To subscribe or guarantee money for any national, charitable benevolent, public general or useful object or for any exhibition, subject to the provisions of section 293A of the Act.
21. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

C. ****Other Objects:

****** The existing Clause III (C) comprising clauses 1 to 32 are deleted permanently, vide Special Resolution passed by postal ballot on 27th January, 2021.**

IV. The liability of the members of the Company is limited.

**V. The Authorized Share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty-seven Crore Only) comprising of Rs. 12,00,00,000/- (Rupees Twelve crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) 7% Non- Cumulative Non-convertible, Non-Participating Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges, and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the company.

*** Amended vide special resolution passed by the shareholders in Extraordinary General Meeting held on 24th January, 1995.**

**** Amended vide special resolution passed by the shareholders through postal ballot held 05th September, 2020.**

We the several persons, whose names, address and descriptions are subscribed below, are desirous of being formed, into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, address, descriptions and occupations of subscribers	No. of Equity shares taken by each Subscribers	Names, address, description and occupations of witnesses
SD/- Padma Kumar Shyamsukha S/o. Late Manak Chand Shyamsukha E20/6 Karunamoyee Salt lakes Calcutta – 700 091 Chartered Account	100 (One hundred)	Witness to both signatories: SD/- SANJAY KUMAR AGARWAL S/o Sri B. P. Agrawal 36A Bentinck Street 2 nd Floor, Calcutta – 700 069 Chartered Accountant
SD/- Khishna Murari Tapuriah S/o Lalni Prasad Tupuriah 203/1 M.G. Road Calcutta – 700 007 Chartered Accountant	100 (One hundred)	
SD/- Umed Kumar Nahata S/o. Shri Monak Chand Nahata Kainath Ghosal Road Ghosal Bhawan – 3 Ariadah, Calcutta – 57 Chartered Accountant	100 (One hundred)	
SD/- Baboo Lal Birmecha S/o Late Kali Ram Birmecha P-156B C.I.T. Road, Calcutta – 700 010 Chartered Accountant	100 (One hundred)	
SD/- Rajendra Kumar Nahata S/o Shri Manak Chandra Nahata Kainath Ghosal Road Ghosal Bhawan – 3 Ariadah, Calcutta – 57 Service	100 (One hundred)	
SD/- Hanuman Mal Baid S/o Shri Bhairudan Baid 10/1 Ahiritolla Street Calcutta – 700 005 Service	100 (One hundred)	
SD/- Rajendra Kumar Gupta S/o S. N. Gupta 36A Bentinck Street Calcutta – 700 069 Service	100 (One hundred)	

Calcutta, dated this 4th day of March, 1994