

I SECURE CREDIT & CAPITAL SERVICES LIMITED

(Formerly known as Orchid Securities Limited)

CIN: L18209WB1994PLC062173

Registered Office Address: 36 A Bentinck Street Kolkata – 700069, WB.

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:- 09.08.2021

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

Sub: Notice of the 28th Annual General Meeting and submission of Annual Report for the financial year 2020-21.

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

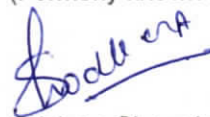
We wish to inform you that the 28th Annual General Meeting (the 'AGM') of the Members of the Company will be held on **Tuesday, September 07, 2021 at 12:00 P.M** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-Voting	Saturday – 04 th September, 2021 at 9:00 A.M
End of remote E-Voting	Monday –06 th September, 2021 at 5:00 P.M

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of the AGM for the financial year 2020-21, which is also being sent through electronic mode, only to those Members whose email addresses are registered with the Company/ Depository Participant(s) . The same is also being made available on the Company's website at <http://www.orchidsecuritiesltd.com/>

Thanking you,
For I SECURE CREDIT & CAPITAL SERVICES LIMITED
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Grishma Shewale
Company Secretary



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CIN: L18209WB1994PLC062173

28TH ANNUAL REPORT 2020–2021

I SECURE CREDIT & CAPITAL SERVICES LIMITED
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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sojan Vettukallel Avirachan
Managing Director

Mr. Yatin Sanjay Gupte
Non-Executive Non-Independent Director

Mr. Venkata Ramana Revuru
Non-Executive Non-Independent Director

Mrs. Vandana Ravindran Nambiar
Non-Executive Non-Whole Time Independent Director

Mr. Bhargav G Pandya
Non-Executive Non-Whole Time Independent Director

Mr. Mukeshkumar Bapulal Kaka
(Appointed on 30th July 2020)
Non-Executive Non-Whole Time Independent Director

Mr. Nikhil B. Dwivedi
(Appointed on 02nd September, 2020)
Non-Executive Non-Whole Time Independent Director

Mr. Sajidhusain Ismailmiya Malek
(Resigned on 30th July 2020)
Non-Executive Non-Whole Time Independent Director

COMPANY SECRETARY/COMPLIANCE OFFICER

Ms. Grishma Ajayrao Shewale

CHIEF FINANCIAL OFFICER

Mr. Mohsinkhan Pathan
(Resigned on 16th February 2021)

Mrs. Sejalben Varia
(Appointed on 01st April 2021)

REGISTERED OFFICE/CORPORATE OFFICE

Registered Office: 36A Bentinck Street
Kolkata- 700069 West Bengal

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

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

Email: compliance@iccslimited.in

Website : www.orchidsecuritiesltd.com

Tel No: + 91 7574895589

STATUTORY AUDITOR

M/S. VCA & Associates

Chartered accountants, Vadodara.

INTERNAL AUDITOR

M/S. VRCA & Associates

Chartered accountants, Vadodara.

SECRETARIAL AUDITOR

Mr. Santoshkumar K. Pandey

Practicing Company Secretary, Mumbai.

REGISTRAR AND SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.

Registrar & Share Transfer Agent 23 R.N. Mukherjee,
Road 5th Floor, Kolkata – 1
Email: mdpldc@Yahoo.Com Contact: 033-2243-5029

PRINCIPAL BANKERS

DBS Bank India Limited, ICICI Bank, HDFC Bank Limited

LISTED AT

Metropolitan Stock Exchange of India Limited (MSEI)

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF I SECURE CREDIT & CAPITAL SERVICES LIMITED (FORMERLY KNOWN AS ORCHID SECURITIES LIMITED) WILL BE HELD ON TUESDAY, 07TH DAY OF SEPTEMBER, 2021 AT 12:00 P.M THROUGH VIDEO CONFERENCING ('VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021:

❖ To receive, consider and adopt:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

“RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended March 31st, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2: APPOINTMENT OF MR. YATIN SANJAY GUPTA (DIN 07261150) AS A NON EXECUTIVE NON INDEPENDENT DIRECTOR LIABLE TO RETIRE BY ROTATION:

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Yatin Sanjay Gupta (DIN 07261150), who retires by rotation at this meeting, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company.”

ITEM NO. 3: RATIFICATION OF APPOINTMENT OF M/S. VCA & ASSOCIATES. CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. – 114414W) AS STATUTORY AUDITORS OF THE COMPANY:

To ratify the Appointment of Statutory Auditor and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

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“RESOLVED THAT pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued thereunder, including any amendments, modification, variation or re-enactment thereof, the appointment of **M/s. VCA & Associates. Chartered Accountants, (Firm Registration No. – 114414W)** as the Statutory Auditors of the Company, which has been approved at the General Meeting held on 23rd December, 2020 for a term of 5 years, i.e. till the conclusion of Annual General Meeting of the Company to be held in the year 2025, be and is hereby ratified and to fix their remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto.”

SPECIAL BUSINESS

ITEM No. 4: 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 2021-22 with respect to 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

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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 2021-2022 on such terms and conditions as may be decided by the Board and recommended by audit committee.

SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TANSACTION AMOUNT IN RS.
1.	Yatin Sanjay Gupte	Promoter	As per Section 188 and RPT Policy of the Company	₹ 20 Crore
2.	Sojan Avirachan	Promoter	As per Section 188 and RPT Policy of the Company	₹ 20 Crore
3.	Venkataramana Revuru	Promoter	As per Section 188 and RPT Policy of the Company	₹ 20 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	₹ 10 Crore
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	₹ 10 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	₹ 10 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, finalize, 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

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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.”

ITEM NO. 5: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or reenactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

ITEM NO. 6: AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 186 read with Companies (Meetings of Board and its Power) Rules, 2014, Section 179 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any

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statutory modification (s) or re-enactment thereof for time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."

ITEM NO. 7: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this
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resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company upto an aggregate sum of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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SD/-
Sojan Avirachan
Managing Director
DIN: 07593791

SD/-
Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

Place: Vadodara
Date: 04.08.2021

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**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL
GENERAL MEETING**

**[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

Particulars	
Name	Mr. Yatin Sanjay Gupte
Fathers' Name	Mr. Sanjay Mahadev Gupte
DIN	07261150
Date of Birth/ Age	15/08/1978
Qualification	Master of Business Administration (M.B.A Exe.)
Expertise in specific functional areas/ Experience	25 years' Experience in Sales & Marketing, Business Development, Client Servicing, Renewals, Operations and Insurance
Date of First Appointment on the Board of the Company	31/01/2020
No. of shares held in own name or in the name of relatives	716850
Terms and conditions of his appointment	At the Board Meeting held on 26 th March, 2021, he was appointed as Non-Executive Non- Independent Director liable to retire by rotation. Being eligible, he has now offered himself for re-appointment. He shall use his best endeavors to promote the interests and welfare of the Company
Details of Remuneration	NA
Directorships held in other public companies (excluding this Company, foreign companies and Section 8 companies)	1. Mangalam Industrial Finance Ltd 2. Wardwizard Innovations & Mobility Limited (Formerly Known as Manvijay Development Company Limited)
Number of Meetings of the Board attended during the year	10
Memberships / Chairmanships of committees of other public companies	3

NOTES:

- In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular Nos. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated

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January 13, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (hereinafter referred to as "SEBI Circulars") (collectively "SEBI Circulars"), physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and have permitted companies to conduct AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 28th AGM of the Company is being convened and conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

2. The Company has enabled the Members to participate at the 28th AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) shall be allowed on a first-come-first-served basis.
3. The Register of Members and the Share Transfer books of the Company will remain closed from **Monday, September 06, 2021 to Tuesday, September 07, 2021** (both days inclusive) for the purpose of ensuing AGM of the Company.
4. The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses under item of the Notice, is annexed hereto.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to pandeyk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in
7. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members

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whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website <http://orchidsecuritiesltd.com/>, websites of the Stock Exchanges i.e., MSEI Ltd at <https://www.msei.in/>, and on the website of NSDL [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).

8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **August 31, 2021** through email on compliance@iccslimited.in. The same will be replied by the Company suitably.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / RTA, for consolidation into a single folio.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. In case of joint holders, the member 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 AGM.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., **Tuesday 07th September, 2021**.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
16. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

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17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 18. The E-voting period for all items of business contained in this Notice shall commence from **04th September, 2021 at 9.00 a.m. and will end on 06th September, 2021 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **31st August, 2021**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as on **31st August, 2021**.
 19. The Company has appointed **Mr. Santoshkumar K. Pandey (Alias S.K. Pandey)**, Practicing Company Secretaries (Membership No. ACS 8546) as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent in a fair and transparent manner.
 20. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
 21. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
 22. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing 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>
- Members may note that the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://mdpl.in/form/email-update>
23. The following documents will be available for inspection by the Members electronically during the 28th AGM.

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Members seeking to inspect such documents can send an email to compliance@iccslimited.in .

- a. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
 - b. All such documents referred to in the accompanying Notice and the Explanatory Statement.
24. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
25. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent Maheshwari Datamatics Pvt. Ltd. Registrar & Share Transfer Agent 23 R.N. Mukherjee Road 5th Floor, Kolkata – 1.
26. 27. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
- a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
27. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
28. In case of any queries regarding the Annual Report, the Members may write to compliance@iccslimited.in to receive an email response.

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

The remote e-voting period begins on **Saturday 04th September, 2021 at 09:00 A.M.** and ends on **Monday, 06th September, 2021 at 5:00 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. Tuesday, 31st August, 2021, 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 **Tuesday 31st August 2021.**

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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"> · Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. · If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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	<ul style="list-style-type: none"> • 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. Once the home page of e-Voting system is 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 hold 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 company name or e-Voting service provider i.e. NSDL 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. • Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing users who have opted for Easy / 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 Easy / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and clicks on New System Myeasi. • After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL 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.
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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.

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

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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

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eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 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.

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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.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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.

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.

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7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 pandeysk2004@yahoo.co.in with a copy marked to 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 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 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

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).
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). If you are an Individual 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 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.

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THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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 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 (compliance@iccslimited.in). The same will be replied by the company suitably.

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6. Members who would like to express their views or ask questions during the AGM may register themselves to write mail on compliance@iccslimited.in . The Speaker Registration is allowed on or before Tuesday, 31 August, 2021. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM Selection of speakers will be based on first come first serve.

For I SECURE CREDIT & CAPITAL SERVICES LIMITED
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SD/-
Sojan Avirachan
Managing Director
DIN: 07593791

SD/-
Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

Place : Vadodara
Date : 04.08.2021

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ANNEXURE TO NOTICE
EXPLANATORY STATEMENT U/S 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. 4 and 7 of the accompanying notices:

Item No 4

Mr. Sojan Avirachan, Managing Director is the common director, common promoter and member of the Aevas Business Solutions Private Limited. Mr. Yatin Sanjay Gupte is director and promoter of Wardwizard Solutions India Private Limited and Mr. Venkataramana Revuru is director and promoter of Garuda Mart Private 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 2021-22:

Sr. No.	Name of the Party	Transaction (s) Amount in ₹
1.	Yatin Sanjay Gupte	₹ 20 crore
2.	Sojan Avirachan	₹ 20 crore
3.	Venkataramana Reveru	₹ 20 crore
4.	Aveas Business Solutions Private Limited	₹ 10 Crore
5.	Garuda Mart India Private Limited	₹ 10 Crore
6.	Warwizard Solutions India Private Limited	₹ 10 Crore

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 or appointment of such related party to any office or place of profit in the Company for an amount 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.

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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 are as follows:

SR. NO	NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION PERIOD	TANSAC TION AMOUN T IN RS.
1.	Yatin Sanjay Gupte	Promoter	As per Section 188 and RPT Policy of the Company.	2021-2022	₹ 20 Crore
2.	Sojan Avirachan	Promoter	As per Section 188 and RPT Policy of the Company.	2021-2022	₹ 20 Crore
3.	Venkataram ana Reveru	Promoter	As per Section 188 and RPT Policy of the Company.	2021-2022	₹ 20 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.	2021-2022	₹ 10 Crore
5.	Garuda Mart India Private Limited	The Company is promoted by Venkataramana Reveru (Director of the Company)	As per Section 188 and RPT Policy of the Company.	2021-2022	₹ 10 Crore
6.	Warwizard 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.	2021-2022	₹ 10 Crore

The Indicative base price/ current contracted price and the formula for variation in the price if any: **It cannot be ascertained at this moment, it depends on the purchase during said period.**

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Other conditions as the audit committee may deem fit: **NIL**

Manner of determining the pricing: **All the Proposed transaction (s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.**

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**

Any other information relevant or important for the Board to take a decision on the proposed transaction: **Nil**

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. 4 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.

ITEM NO. 5: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans. Hence your approval is sought, to authorize the Board to provide loan, investment, guarantee and security up to ₹ 100, 00, 00,000/- (Rupees One Hundred Crores Only). In compliance with the general circular issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

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ITEM NO. 6: AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S) PROVIDE SECURITY (IES) OR MAKE INVESTMENTS:

In terms of the Section 185 of the Companies Act, 2013, a Company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if available, for the purpose of their business activities. Keeping in view the Company's strategic plans, the Board decided to seek further approval of the shareholders pursuant to the provisions of Section 185 of the Companies Act, 2013 to advance any loan, including any loan represented by book debt, to various persons and bodies corporate (including its subsidiaries (Indian or overseas) or associates, if any) from time to time or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans raised by its persons and bodies corporate (including its subsidiaries (Indian or overseas) or associates, if any) from time to time or other body corporate(s) in whom any of the Directors of the Company is interested, up to ₹ 100,00,00,000/- (Rupees One Hundred Crores Only), approved by the shareholders of the Company under Section 186 of the Company Act, 2013 through this AGM, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more. The Board of Directors recommends resolution as set out in Item No. 8 for approval of the members of the Company by way of passing a Special Resolution. In compliance with the general circular issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

ITEM NO. 7: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), a Company may advance or give loans or to give guarantee (ies) or to provide security (ies) or to make investment (s) upto an aggregate amount not exceeding ₹ 100, 00, 00,000/- (Rupees One Hundred Crores Only). Vide Companies (Amendment) Act, 2017, Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any

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security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement. The Company's subsidiary (ies) / associates / JV Companies explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary (ies) / associates / JV Companies of the Company would be utilized for their principal business activities. In view of the above; and in line with the approval of the shareholders accorded under section 186 of the Act & the Board has decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan including any loan represented by book debt or give guarantee or provide any security in connection with any loan (s) / debenture (s) / bond (s) etc. raised by any subsidiary (ies) / associates / JV Companies (Indian or overseas) / associates / JV Companies / body corporates in whom any of the Director of the Company is interested up to an aggregate amount not exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) or in other currency for an equivalent amount.

This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loan (s) / debenture (s) / bond (s) etc. by the said subsidiary (ies) / associates / JV Companies body corporates, as and when it is raised.

The Board of Directors recommends resolution as set out in Item No. 9 for approval of the members of the Company by way of passing a Special Resolution. In compliance with the general circular issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution. Your Board recommends the said resolution, as special resolution, for your approval.

For I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

SD/-
Sojan Avirachan
Managing Director
DIN: 07593791

SD/-
Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

Place : Vadodara
Date : 04.08.2021

I SECURE CREDIT & CAPITAL SERVICES LIMITED
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DIRECTORS' REPORT

To,
The Shareholders
I Secure Credit & Capital Services Limited
(Formerly known as Orchid Securities Limited)

Your directors are pleased to present the 28th Annual Report along with the Audited financial statements for the year ended 31st March, 2021.

FINANCIAL PERFORMANCE:

The financial performance of your Company for the year ended March 31, 2021 is summarized below:

Particulars	(₹ in lakhs)	
	2020-2021	2019-2020
Profit/(Loss) before Depreciation, Financial Costs & Tax Expenses	4.34	(11.25)
Less: Finance Cost	13.80	-
Less: Depreciation	0.35	0.72
Less: Provision for Diminution in value of shares	-	-
Profit / (loss)before Tax	(96.57)	(11.97)
Less: Provision for Taxation & I.T. for earlier year	0	0.78
Profit/ (Loss) after Tax	(96.57)	(12.75)
Add: Balance brought forward from previous year	(98.55)	(85.80)
Less: Transferred to Statutory Reserve	0	
Balance carried forward to Balance Sheet	(195.12)	(98.55)

DIVIDEND:

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

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TRANSFER TO RESERVE FUND:

No amount has been transferred to Statutory Reserve as required by Section 45IC of the Reserve Bank of India Act, 1934 for Non-Banking Financial Companies as there is no profit during the year.

OPERATIONS/ STATE OF COMPANIES AFFAIRS:

The Loss before tax during the year is ₹ (96.57) Lakhs against loss before tax ₹ (11.97) Lakhs in previous year. The Loss after tax is ₹. (96.57) Lakhs against loss of ₹ (11.97) Lakhs. Due to change in the management of the Company, which took nearly 7 months for regulatory approval, hence Company could not pursue its business activities rigorously. Moreover, due to COVID – 19, market collapsed; hence there was erosion in the market value of its investments. The Company has started corporate office at Vadodara with full-fledged staff and infrastructure, the loss is mainly on account of administrative expenses & salary to management and staff. The Company expects to commence its business operations in full swing, however second lockdown has put a brake on it.

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

There has been no material change and commitment affecting the financial performance of the Company which occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report.

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

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

EFFECTS OF COVID -19 ON THE BUSINESS OF THE COMPANY

The COVID-19 pandemic and the long-drawn lock-down has resulted in a significant decrease in the economic activities globally as well as across our country. The extent of impact of COVID-19 on economic growth of the country is difficult to predict and will mainly depend on the future developments in containment of COVID-19 and the actions taken for resumption of operations, which is highly uncertain.

During this unprecedented year, we continued to prioritize the health and wellbeing of our employees through multiple safety measures. We have ensured continuation of services of all employees, allowed them to work from home whenever required, kept their personal revenue stream flowing without any interruption and ensured that their morale was kept high.

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The impact of COVID-19 on the economy continues to be uncertain and the extent, to which the ongoing COVID-19 pandemic will impact the Company's financial performance including the Company's estimates of impairment of loans, is dependent on such future developments, the severity and duration of the pandemic, which cannot be predicted with any degree of certainty.

The impact assessment of COVID-19 is a continuing process given its uncertainty in nature and duration; this may have corresponding impact in the financial position. The Company will continue to monitor any material changes to the future economic conditions.

CIRCULATION OF ANNUAL REPORTS IN ELECTRONIC FORM:

In view of the prevailing COVID-19 situation and consequent lockdown across the country, the Ministry of Corporate Affairs (MCA) has exempted companies from circulation of physical copies of Annual Report for FY 2020-21. Accordingly, the Annual Report of the Company for FY 2020-2021 is being sent only by email to the members, and all other persons/entities entitled to receive the same. This Annual Report, along with other documents, is also available on the Company's website at www.orchidsecuritiesltd.com .

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

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

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

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

DETAILS OF HOLDING/ SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPNIES:

Your Company does not have any associates and joint venture companies as per the Companies Act, 2013.

ACCEPTANCE OF PUBLIC DEPOSITS:

The Company has not accepted any deposits from the public or its employees during the year under review. The details of loans and advances, which are required to be disclosed in the annual accounts of the Company, are given under financial Statement.

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UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A)

Pursuant to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statement of Deviation or Variation was reviewed by the Audit Committee at their meeting held on 08th February 2021, as below.

- **DEVIATION IN THE USE OF PROCEEDS FROM THE OBJECTS STATED IN THE OFFER DOCUMENT OR EXPLANATORY STATEMENT TO THE NOTICE FOR THE GENERAL MEETING:**

Status - There is no deviation observed in the use of proceeds from the objects stated in the explanatory statement to the notice of postal ballot.

- **CATEGORY WISE VARIATION:**

Status - The application money was received towards allotment of convertible warrants shares raised through preferential issue of ₹ 2.00 Crores on 28.09.2020 Date of allotment of warrants. (The total amount raised, was only 25% of the amount i.e., ₹ 2,00,00,000/- which has been received by the Company towards convertible warrants on preferential basis, and balance 75% of the amount will be received within a period of 18 months from the date of allotment of the warrants).

The Company has fully utilized the fund raised amounting to ₹ 2.00 Crores towards Micro Financing, working capital requirement, general corporate purpose and temporary lending of loans and advances as on 31st March, 2021. The Company has completed the Utilization of the funds raised.

FINANCIAL STATEMENT:

The audited financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same.

STATUTORY AUDITORS:

At the Annual General meeting held on 23rd December, 2020 Company has appointed M/s. VCA & Associates, Chartered Accountants, Vadodara, with Firm Registration Number 114414W be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. N. K. Daga & Associates, Chartered Accountants (Firm Registration No.: 324493E), (pursuant to change of management of the Company & pursuant to successful completion of Open Offer by the Acquirer), to hold office of Statutory Auditor w.e.f.

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09th November, 2020 till the conclusion of Annual Meeting of the Company to be held in the year 2025 (Subject to ratification of their appointment at every Annual General Meeting).

This to inform you that there has been typography error in the Notice of AGM held on 23rd December, 2020, Ordinary Resolution No. 2 for appointment of Auditor, resolution line no. 8 “*between the Board of Directors and M/s. N. K. Daga & Associates, Chartered Accountants*” instead of “*between the Board of Directors and M/s VCA & Associates, Chartered Accountants*”.

There are no qualifications, reservations or adverse remarks made by Statutory Auditors, in their report for the financial year ended March 31, 2021.

AUDITORS REPORT:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

SHARE CAPITAL:

During the year under review there is no change in the Share Capital of the Company. The Company’s Equity share capital is ₹ 3, 00, 01,000 divided in to 3000100 Equity Shares of ₹. 10/- each.

The Company in its board meeting held on July 03, 2020 has proposed to issued and allot 80,00,000 (Eighty Lakhs) Equity Warrants each convertible into or exchangeable for One (1) equity share of face value of ₹ 10/- each at a price (including the warrant subscription price and the warrant exercise price) of ₹ 10/- each aggregating to ₹ 8 crores to Promoters/ Promoter Group and Strategic Investors not forming part of the Promoter Group entity as defined in SEBI (ICDR) Regulations on preferential basis.

The Company in its board meeting held on July 30, 2020 has proposed to issue and allot up to 1,50,00,000 (One Crore Fifty Lakh) 7% Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (“NCRPS”) of the Company, of the face value of Rs. 10 each, on such terms and conditions, for an aggregate value not exceeding ₹ 15,00,00,000 (Rupees Fifteen Crores) in one or more tranches to Strategic Investors not forming part of the Promoter Group of the Company on Private Placement basis.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report in **Annexure A**.

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CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility Committee is not applicable to the Company as the Net Profit of the Company is below the threshold limit prescribed by the Companies Act, 2013.

DIRECTORS:

The details of directors during the year are as follows;

Sr. No	DIN	Name of Director's	Designation	Original date of Appointment	Date of Cessation
1	07261150	Yatin Sanjay Gupte	Non-Executive Non Independent Director	31/01/2020	-
2	02809108	Venkata Ramana Revuru	Non-Executive Non Independent Director	31/01/2020	-
3	07593791	Vettukallel Avirachan Sojan	Managing Director	31/01/2020	-
4	07274241	Sajidhusain Ismailmiya Malek	Non-Executive Non-whole time Independent Director	31/01/2020	30/07/2020
5	08693675	Bhargav Govindprasad Pandya	Non-Executive Non-whole time Independent Director	31/01/2020	-
6	00376718	Vandana Ravindran Nambiar	Non-Executive Non-whole time Independent Director	31/01/2020	-

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7	08763757	Mukeshkumar Bapulal Kaka	Non-Executive Non-whole time Independent Director	30/07/2020	-
8	08865234	Nikhil Bhagwanshanker Dwivedi	Non-Executive Non-whole time Independent Director	02/09/2020	-

Pursuant to the provisions of the Companies Act, 2013 and as per Listing Agreement where ever applicable, evaluation of every Director's performance was done by Nomination and Remuneration Committee. The performance evaluation of Non-Independent Directors and the Board as a whole, Committees thereof was carried out by Independent Directors. Evaluation of Independent Directors was carried out by the entire Board of Directors, excluding the Director being evaluated. The performance evaluation of the Chairman of the Company was also carried out by Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. Structured questionnaires were prepared in accordance with the applicable provisions on Board Evaluation covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the Directors to discharge their duties, etc. were circulated to the Directors for the evaluation process. All Directors unanimously expressed that the evaluation outcome reflect the overall engagement of the Board and its Committees with the Company and its management and they are fully satisfied with the same.

The Independent Directors have submitted declaration of independence, as required under section 149(7) of the Act, stating that they meet the criteria of independence as provided in section 149(6) of the Act, as amended and Regulation 16 of the SEBI Listing Regulations as amended. The Company has received declarations from each of the Independent Directors confirming that they meet the criteria of independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

The details of familiarization programmed for Independent Directors have been disclosed on website of the Company and are available at the website www.orchidsecuritiesltd.com.

Formal annual evaluation of the performance of the Board, its Committees and Directors Information on the manner in which formal annual evaluation has been made by the Board, of its own performance and that of its Committees and individual directors is given in the website of the Company.

The details of Policy on appointment of Directors and Senior Management, Policy on Remuneration of Directors and Policy on Remuneration of Key Managerial Personnel and

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Employees have been disclosed on website of the Company and are available at the website www.orchidsecuritiesltd.com.

KEY MANAGERIAL PERSONNEL (KMP):

The Company has following persons as Key Managerial Personnel under the Companies Act, 2013:

Sr. No	Name	Designation
1	Sojan Vettukallel Avirachan	Managing Director
2	Grishma A Shewale	Company Secretary and Compliance officer
3	Mohsinkhan Pathan (Resigned on 16 th February, 2021)	Chief Financial officer (CFO)
4	Sejalben Manharbhai Varia (Appointed on 01 st April, 2021)	Chief Financial Officer (CFO)

Resignation and Appointment Company during the period under review has proper balance of Key Managerial Personnel as per Companies Act, 2013.

NUMBER OF MEETING OF BOARD OF DIRECTORS:

During the year, **Ten** Board Meetings were held during the year i.e. from 01st April, 2020 to 31st March, 2021 on the following dates:

1. 03rd July 2020
2. 30th July, 2020
3. 02nd September 2020
4. 14th September 2020
5. 28th September 2020
6. 09th November 2020
7. 23rd December 2020
8. 08th February 2021
9. 19th February, 2021
10. 26th March, 2021

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards – 1 (SS-1) issued by the Institute of Company Secretaries of India.

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COMPOSITION AND ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING (“AGM”):-

Name of Director	Designation	No. of Board Meeting		Attendance at last AGM held on 26 th December 2020
		Eligibility to attend	Attended	
Yatin Sanjay Gupte	Non-Executive Non-Independent Director	10	10	Yes
Venkata Ramana Revuru	Non-Executive Non-Independent Director	10	10	Yes
Sojan Vettukallel Avirachan	Managing Director	10	10	Yes
Sajidhusain Ismailmiya Malek Resigned on July 30, 2020)	Non-Executive Non-whole time Independent Director	2	2	NA
Bhargav Govindprasad Pandya	Non-Executive Non-whole time Independent Director	10	10	Yes
Vandana Ravindran Nambiar	Non-Executive Non-whole time Independent Director	10	10	Yes
Mukeshkumar Bapulal Kaka (Appointed on July 30, 2020)	Non-Executive Non-whole time Independent Director	8	8	Yes
Nikhil Bhagwanshanker Dwivedi (Appointed on 02nd September 2020)	Non-Executive Non-whole time Independent Director	7	7	Yes

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COMMITTEES OF THE BOARD:

Audit Committee

During the year under review, **four** meetings were held on the following dates:

1. 30th July 2020
2. 14th September 2020
3. 09th November 2020
4. 08th February 2021

The recommendation by the Audit Committee as and when made to the Board has been accepted by it. All members of the Audit Committee possess strong knowledge of accounting and financial management. The Chairman, the Managing Director, Chief Financial Officer, the Internal Auditors and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee. The Board has accepted all recommendations made by the Audit Committee from time to time.

The details of attendance at the Audit Committee meetings held during the year are as under:

Name of the Director	Designation	No of Audit Committee Meetings	
		Eligibility to attend	Attended
Bhargav Govindprasad Pandya	Chairman	4	4
Vandana Ravindra Nambiar	Member	4	4
Mukeshkumar Bapulal Kaka (Appointed on July 30, 2020)	Member	3	3
Sojan Vettukallel Avirachan	Member	4	4
Yatin Sanjay Gupte	Member	4	4

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Nomination and Remuneration Committee:

During the year under review, two Nomination and Remuneration Committee meeting was held on 30th July, 2020 and 02nd September 2020.

Name of the Director	Designation	No. of NRC Meetings	
		Eligibility to attend	Attended
Vandana Ravindran Nambiar	Chairman	2	2
Bhargav Govindprasad Pandya	Member	2	2
Sajidhusain Ismailmiya Malek (Resignation on July 30, 2020)	Member	1	1
Mukeshkumar Bapulal Kaka (Appointed on July 30, 2020)	Member	1	1

Stakeholders Relationship Committee

During the year under review, one Stakeholders Relationship Committee meeting was held on 02nd September 2020.

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has constituted a Stakeholders Relationship Committee. The Committee looks into the grievances of security holders of the Company. During FY 2020-2021, No complaints from investors were received on any matters.

Name of the Director	Designation	No. of NRC Meetings	
		Eligibility to attend	Attended
Mr. Mukeshkumar Bapulal Kaka (Appointed on July 30, 2020)	Chairman	1	1
Mr. Bhargav Govindprasad Pandya	Member	1	1
Mr. Venkata Ramana Revuru	Member	1	1

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LISTED ON STOCK EXCHANGES:

The Company is listed with Metropolitan Stock Exchange of India Limited (MSEI). The Company's Shares were Voluntary De-listed from Calcutta Stock exchange with effect from 19th April, 2021.

VIGIL MECHANISM:

The Company has established a vigil mechanism by adopting a Vigil Mechanism Policy for stakeholders including directors and employees of the Company and their representative bodies to report genuine concerns in the prescribed manner to freely communicate their concerns / grievances about illegal or unethical practices in the Company, actual or suspected, fraud or violation of the Company's Code or Policies. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of stakeholders who use such mechanism. It provides a mechanism for stakeholders to approach the Chairman of Audit Committee or Chairman of the Company, Chief Financial Officer. During the year, no such incidence was reported and no person was denied access to the Chairman of the Audit Committee. The Mechanism of the Company is available at web link www.orchidsecuritiesltd.com

INDIAN ACCOUNTING STANDARDS, 2015

The annexed financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Act, Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the Company's operations forms a part of this Annual Report as Annexure B.

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SECRETARIAL AUDIT REPORT:

A Secretarial Audit Report for the year ended 31st March, 2021 in prescribed form duly audited by the Practicing Company Secretary Mr. Santoshkumar K. Pandey is annexed herewith and forming part of the report as Annexure C. There are no qualifications or adverse remarks in the Secretarial Audit Report issued by the above-named firm, hence doesn't require any comments from the Director on the same.

INTERNAL AUDITORS:

M/s. VRCA & Associates, Chartered Accountants (Firm Registration No. 104727W), has been appointed as Internal Auditors under Section 138 of the Companies Act, 2013 read with the Rule 13 of the Companies (Accounts) Rules, 2014.

RBI GUIDELINES

The Company continues to fulfill all the norms and standards laid down by the RBI pertaining to non-performing assets, capital adequacy, statutory liquidity assets, etc. The Company is in compliance with the NBFC – Corporate Governance (Reserve Bank) Directions, 2015.

STATUTORY DISCLOSURES

The audited financial statements of the said companies will be available for inspection up to the date of AGM by any member of the Company on the Company's website at www.orchidsecurities.in

Details as required under the provisions of section 197(12) of the Companies Act, 2013, read with rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, inter alia, ratio of remuneration of directors and KMP to median remuneration of employees and percentage increase in the median remuneration are annexed to this Report.

Details as required under the provisions of section 197(12) of the Act read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, which form part of the Directors' Report, will be made available to any member by way of email, as per provisions of section 136(1) of the said Act.

The directors' responsibility statement as required by section 134(5) of the Act appears in a preceding paragraph.

Pursuant to RBI Master Direction-Information Technology Framework for the NBFC sector, the Company will constitute an IT Strategy Committee to review the IT strategies in line with the corporate strategies, board policy reviews, cyber security arrangements and any other matter related to IT governance.

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Cash Flow Statement for FY 2020-21 is attached to the Balance Sheet.

The provisions of section 148 of the Act are not applicable to the Company. Accordingly, there is no requirement of maintenance of cost records as specified under sub-section (1) of section 148 of the Act. The Company has a policy on prevention of sexual harassment at the workplace. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no case reported during the year under review under the said Policy.

SECRETARIAL STANDARDS OF ICSI

Pursuant to the approval given on 10 April 2015 by Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1 July 2015. These Secretarial Standards were then revised and were made effective from 1 October 2017. The Company is in compliance with the same.

CORPORATE GOVERNANCE:

Corporate Governance is essentially a system by which companies are governed and controlled by the management under the direction and supervision of the board in the best interest of all stakeholders. Your Company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability and is committed to adopting and adhering to best Corporate Governance Practices.

The Board considers itself as a trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. The Company has set itself the objective of expanding its capacities. As a part of its growth strategy, it is committed to high levels of ethics and integrity in all its business dealings that avoid conflicts of interest. In order to conduct business with these principles, the Company has created a corporate structure based on business needs and maintains a high degree of transparency through regular disclosures with a focus on adequate control systems.

However, as per provisions of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, providing a separate report on Corporate Governance under Regulation 27 (2) is not applicable to the Company.

INTERNAL FINANCIAL CONTROLS:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the

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statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2020-2021.

During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

RISK MANAGEMENT:

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board. Presently, Regulation 21 of the SEBI LODR with respect to Risk Management Committee is not applicable to your Company.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

DISCLOSURE OF COST RECORDS:

During the year under review the provisions of section 148 of the Companies Act, 2013, is not applicable to the Company.

CODE OF CONDUCT:

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of Directors as laid down in the Companies Act, 2013.

The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website at www.orchidsecuritiesltd.com.

WHISTLE BLOWER POLICY:

The Company has adopted a Whistleblower Policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. Protected disclosures can be made by a whistleblower through several channels. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

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DIRECTORS RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- ❖ In the preparation of the annual accounts for the financial year ended 31st March, 2021 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ❖ The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31st March, 2021.
- ❖ The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- ❖ The Directors have prepared the Annual Accounts on a going concern basis.
- ❖ There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- ❖ That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12).

During the year under review, no frauds were reported by the auditors to the Audit Committee or the Board under section 143(12) of the Act.

INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. ‘

During the year under review, no such complaints have been filed for sexual harassment and there are no pending cases.

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PARTICULARS OF EMPLOYEES:

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure D** to this Report.

Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company 21 days before the Annual General Meeting during working hours and shall be made available to any shareholder on request. Such details are also available on your Company's website at: www.orchidsecuritiesltd.com

GENERAL:

No fraud has been reported during the audit conducted by the Statutory Auditors, Secretarial Auditors of the Company. During the year under review, no revision was made in the previous financial statement of the Company.

During the year under review the Company has not changed its nature of business activities.

DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013:

There was no incident which would affect the Company's financial position between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any outstanding shares in the suspense account and is not required to maintain any Suspense Account or Unclaimed Account as required under Schedule V of SEBI (LODR).

CAUTIONARY STATEMENT:

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include man and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

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REGISTRATION AS A SYSTEMICALLY IMPORTANT NON-DEPOSIT TAKING NBFC:

The Company has been registered with the Reserve Bank of India as a Non-Banking Financial Institution (Non-Deposit taking). In terms of provisions of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the Company is categorized as a ‘Systemically Important Non-Deposit taking Non-Banking Financial Company’. The Company has not accepted public deposits during the year under review.

ACKNOWLEDGEMENT:

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

We very warmly thank all our employees for their contribution to your Company’s performance.

We applaud them for their superior levels of competence, dedication and commitment to your Company.

By Order of the Board of Directors
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SD/-
Sojan Vettukallel Avirachan
Managing Director
DIN: 07593791

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN: 07261150

Date : 04.08.2021
Place : Vadodara

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

ANNEXURE A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2021

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

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L18209WB1994PLC062173
(ii)	Registration Date	09/03/1994
(iii)	Name of the Company	I SECURE CREDIT & CAPITAL SERVICES LIMITEED (FORMERLY KWON AS ORCHID SECURITIES LTD)
(iv)	Category / Sub-Category of the Company	Company limited by Shares/ Non-govt company
(v)	Address of the Registered Office and Contact Details	36A Bentinck Street, Kolkata- 700069, West Bengal, Tel: 033-40048757 Email: compliance@iccslimited.in
(vi)	Administrative office	First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli Vadodara – 391410, Gujarat Tel: 7574895589 Email: compliance@iccslimited.in
(vii)	Corporate office	1st floor, City Castle Building East Fort, Thrissur 5 Kerala – 680005.
(viii)	Whether listed company Yes / No	Yes
(ix)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt.Ltd. Registrar & Share Transfer Agent 23 R.N.Mukherjee Road 5th Floor, Kolkata – 700 001. Tel: 033-22482248, 2243-5029 Email: mdpldc@yahoo.com

I SECURE CREDIT & CAPITAL SERVICES LIMITED
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II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Trading in Shares and other financial services	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA				

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

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2020]				No of Shares held at the end of the year [As on 31/Mar/2021]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1157400	0	*1157400	38.5787	1781150	0	*1781150	59.3697	20.7910
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks/Fi	0	0	0	0	0	0	0	0	0

I SECURE CREDIT & CAPITAL SERVICES LIMITED
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f) Any other									
Sub-total (A)(1)	1157400	0	*1157400	38.5787	1781150	0	*1781150	59.3697	20.7910
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter (A)=(A)(1) +(A)(2)	1157400	0	*1157400	38.5787	1781150	0	*1781150	59.3697	20.7910
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0

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g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
Provident Funds / Pension Funds	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Sub-total(B)(1):	0	0	0	0.0000	0	0	0	0.0000	0.0000
-									
2. Non-Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.									
i) Indian	341700	134900	476600	15.886 1	46200	91900	13810 0	4.6032	-11.2829
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	87281	353641	440922	14.696 9	86081	352441	43852 2	14.616 9	-0.0800
ii) Individual shareholde	879778	45400	925178	30.838 2	596928	45400	64232 8	21.410 2	-9.4280

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rs holding nominal share capital in excess of Rs. 1 lakh									
c) Others (Specify)									
Non Resident Indians	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Custodian of Enemy Property	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies-D R	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
NBFCs registered with RBI									
Employee Trusts	0	0	0	0	0	0	0	0	0
Domestic Corporate Unclaimed Shares Account	0	0	0	0	0	0	0	0	0
Investor Education and Protection Fund Authority	0	0	0	0	0	0	0	0	0

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Sub-total(B)(2):	1308759	533941	1842700	61.421 2	729209	489741	12189 50	40.630 3	-20.7909
Total Public Shareholding (B)=(B)(1)+(B)(2)	1308759	533941	1842700	61.421 2	729209	489741	12189 50	40.630 3	-20.7909
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	2466159	533941	3000100	100.00 00	251035 9	489741	30001 00	100.0000	0.0001

***Note:** Existing promoter's *Baboolal Birmecha and *others has sold the shares pursuant to Share Purchase Agreement dated 06th September, 2019 and Open offer was closed on 24th April, 2020.

ii) Shareholding of Promoters:

SI No	Shareholder's Name	Shareholding at the beginning of the year [As on 01/Apr/2020]			Shareholding at the end of the year [As on 31/Mar/2021]			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	YATIN SANJAY GUPTA	430600	14.3529	0.0000	716850	23.8942	0.0000	9.5413
2	SOJAN V AVIRACHAN	362800	12.0929	0.0000	606600	20.2193	0.0000	8.1264
3	VENKATARAMANA R	277200	9.2397	0.0000	457700	15.2562	0.0000	6.0165
4	**PRIYANKA BIRMECHA	86800	2.8932	0.0000	0	0.0000	0.0000	-2.8932
	TOTAL	1157400	38.5787	0.0000	1781150	59.3697	0.0000	20.7910

****Note :** The Company has sought reclassification of promoter/ Outgoing promoters as the present management/ acquirer have made the open offer of the Company and there was

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change in the control & management of the Company. The Company has received the approval from the MSEI Ltd. Vide their email dated 25th January, 2021 and CSE Ltd on 03rd February, 2021, hence Priyanka Birmecha equity shares is reclassified in public category.

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No	Name	Shareholding at the beginning [01/Apr/20]/end of the year [31/Mar/21]		Cumulative Shareholding during the year [01/Apr/20 to 31/Mar/21]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**PRIYANKA BIRMECHA				
	4/1/2020	86800	2.8932		
	01/01/2021 - Transfer	-86800	2.8932	0	0.0000
	3/31/2021	0	0.0000	0	0.0000
2	*VENKATARAMANA R				
	4/1/2020	277200	9.2397		
	30/06/2020 - Transfer	180500	6.0165	457700	15.2562
	3/31/2021	457700	15.2562	457700	15.2562
3	*YATIN SANJAY GUPTTE				
	4/1/2020	430600	14.3529		
	30/06/2020 - Transfer	286250	9.5413	716850	23.8942
	3/31/2021	716850	23.8942	716850	23.8942
4	*SOJAN V AVIRACHAN				
	4/1/2020	362800	12.0929		
	30/06/2020 - Transfer	243800	8.1264	606600	20.2193
	3/31/2021	606600	20.2193	606600	20.2193

***Note:** Shares has been acquired through Open offer was closed on 24th April, 2020.

****Note :** The Company has sought reclassification of promoter/ Outgoing promoters as the present management/ acquirer have made the open offer of the Company and there was change in the control & management of the Company. The Company has received the approval from the MSEI Ltd. Vide their email dated 25th January, 2021 and CSE Ltd on 03rd February, 2021, hence Priyanka Birmecha equity shares is reclassified in public category.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
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iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Particulars		Shareholding at the beginning [01/Apr/20]/end of the year [31/Mar/21]		Cumulative Shareholding during the year [01/Apr/20 to 31/Mar/21]
Sl No	Name	No. of shares	% of total shares of the company	No. of shares
1	AKSHITA LANDHOLDING PVT LTD *			
	4/1/2020	30000	1.0000	
	3/31/2021	30000	1.0000	30000
2	TOSHITH SECURITIES PVT LTD #			
	4/1/2020	135000	4.4999	
	30/06/2020 - Transfer	-135000	4.4999	0
	3/31/2021	0	0.0000	0
3	ADARSH LAND DEVELOPERS PRIVATE LIMITED			
	4/1/2020	83000	2.7666	
	30/09/2020 - Transfer	-40000	1.3333	43000
	3/31/2021	43000	1.4333	43000
4	SONAM LEFIN PRIVATE LIMITED #			
	4/1/2020	102500	3.4166	
	30/09/2020 - Transfer	-102500	3.4166	0
	3/31/2021	0	0.0000	0
5	SUNIL OOMMEN CHACKO *			
	4/1/2020	0	0.0000	
	30/09/2020 - Transfer	40000	1.3333	40000
	3/31/2021	40000	1.3333	40000
6	SUMAN LUNIA *			
	4/1/2020	13200	0.4400	
	3/31/2021	13200	0.4400	13200

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7	BIMALA NAHATA			
	4/1/2020	86228	2.8742	
	3/31/2021	86228	2.8742	86228
8	DINESH KUMAR JAIN #			
	4/1/2020	125000	4.1665	
	30/06/2020 - Transfer	-125000	4.1665	0
	3/31/2021	0	0.0000	0
9	YUGRAJ JAIN #			
	4/1/2020	147800	4.9265	
	30/09/2020 - Transfer	-147800	4.9265	0
	3/31/2021	0	0.0000	0
10	CHANDRA SEKHAR BAID #			
	4/1/2020	145500	4.8498	
	30/06/2020 - Transfer	-145500	4.8498	0
	3/31/2021	0	0.0000	0
11	MADHU JAIN #			
	4/1/2020	120000	3.9999	
	31/12/2020 - Transfer	-120000	3.9999	0
	3/31/2021	0	0.0000	0
12	PUSPA DEVI BAID #			
	4/1/2020	81250	2.7082	
	30/06/2020 - Transfer	-81250	2.7082	0
	3/31/2021	0	0.0000	0
13	VIJAY VISHNUPANT ADHAV *			
	4/1/2020	0	0.0000	
	30/09/2020 - Transfer	147800	4.9265	147800
	31/12/2020 - Transfer	400	0.0133	148200
	3/31/2021	148200	4.9398	148200
14	Virendra Kumar Jain #			
	4/1/2020	70000	2.3333	
	30/06/2020 - Transfer	-70000	2.3333	0
	3/31/2021	0	0.0000	0
15	CHARLES MATHEWS *			

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	4/1/2020	0	0.0000	
	30/09/2020 - Transfer	102500	3.4166	102500
	31/12/2020 - Transfer	120000	3.9999	222500
	3/31/2021	222500	7.4164	222500
16	IMPELCO FINVEST PRIVATE LIMITED *			
	4/1/2020	13000	0.4333	
	3/31/2021	13000	0.4333	13000
17	JAY PRAKASH JAIN *			
	4/1/2020	19400	0.6466	
	3/31/2021	19400	0.6466	19400
18	RUCHIKA TREXIM PRIVATE LTD *			
	4/1/2020	25900	0.8633	
	3/31/2021	25900	0.8633	25900
19	**PRIYANKA BIRMECHA			
	4/1/2020	86800	2.8932	
	3/31/2021	86800	2.8932	86800

* Not in the list of Top 10 shareholders as on 01/04/2019 the same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2020.

Ceased to be in the list of Top 10 shareholders as on 31/03/2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2019.

****Note:** The Company has sought reclassification of promoter/ Outgoing promoters as the present management/ acquirer have made the open offer of the Company and there was change in the control & management of the Company. The Company has received the approval from the MSEI Ltd. Vide their email dated 25th January, 2021 and CSE Ltd on 03rd February, 2021, hence Priyanka Birmecha equity shares is reclassified in public category.

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V. Shareholding of Directors and Key Managerial Personnel.

Sl No	Name	Shareholding at the beginning [01/Apr/20]/end of the year [31/Mar/21]		Cumulative Shareholding during the year [01/Apr/20 to 31/Mar/21]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	HANUMAN MAL BAID				
	4/1/2020	55500	1.8499		
	03/04/2020 - Transfer	-55500	1.8499	0	0.0000
	3/31/2021	0	0.0000	0	0.0000
2	Yatin Gupte				
	4/1/2020	430600	14.35		
	05/07/2020 – Open Offer	286250	9.54		
	3/31/2021			716850	23.89
3	Venkataramana Revuru				
	4/1/2020	277200	9.24		
	05/07/2020 - Open Offer	180500	6.02		
	3/31/2021			457700	15.26
4	Sojan Avirachan				
	4/1/2020	362800	12.09		
	05/07/2020 - Open Offer	243800	8.12		
	3/31/2021			606600	20.22

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VI. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding / accrued but not due for payment (₹ in lakhs)

Particulars	Secured Loans Excluding Deposits	Unsecur ed Loans	Depos its	Total Indebted ness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	6.00	-	6.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
Addition	-	229.01	-	229.01
Reduction	-	30.80	-	30.80
Net Change	-	198.21	-	198.21
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	202.87	-	202.87
ii) Interest due but not paid	-	1.34	-	1.34
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	204.21	-	204.21

I SECURE CREDIT & CAPITAL SERVICES LIMITED
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VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(Amount in ₹)

S r. N o	Particulars of Remuneration	Name of MD/ WTD/MANAGER (insert the name)			Total Amt
		Venkata ramana Revuru	Sojan Avirachan	Yatin Gupte	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option related perquisites	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- Others, specify<	NIL	NIL	NIL	NIL
5	Others, please specify – Director Fees	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.			

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B. Remuneration to other directors:

(Amount in ₹)

Sr	Particulars of	Name of Directors				Total Amount
1	Independent Directors	Mukesh Kaka	Vandana Nambiar	Bhargav Pandya	Nikhil Dwivedi	
	• Fee for attending board / committee meetings	1,50,000/-	NIL	2,10,000/-	NIL	3,60,000/-
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	1,50,000/-	NIL	2,10,000/-	NIL	3,60,000/-
2	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)= (1+2)	1,50,000/-	NIL	2,10,000/-	NIL	3,60,000/-
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	1,50,000/-	NIL	2,10,000/-	NIL	3,60,000/-
	Overall Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.				

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Mohsinkhan Pathan	Grishma Shewale	Total
1	Gross Salary	6,76,500/-	4,34,700/-	11,11,200/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option related perquisites	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify<	NIL	NIL	NIL
5	Others, please specify – Bonus & Leave salary	NIL	NIL	NIL
	Total	6,76,500/-	4,34,700/-	11,11,200/-

VIII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty					
Punishment			NIL		
Compounding					

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IX. Other Officers in Default

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty					
Punishment			NIL		
Compounding					

THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2021.

Investors are cautioned that these discussions contain certain forward-looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward-looking statements expressed in this report consequent to new information or developments, events or otherwise.

INDUSTRY STRUCTURE:

Non-banking financial companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society, especially to the micro, small and medium enterprises (MSMEs), which form the cradle of entrepreneurship and innovation. NBFCs ground-level understanding of their customers profile and their credit needs give them an edge, as does their ability to innovate and customize products as per their client's needs. This makes them the perfect conduit for delivering credit to the unbanked and SMEs.

BUSINESS PERFORMANCE AND SEGMENT REPORTING

During the year under review, the company has incurred Loss of ₹ (96.57) lakhs as against Net Loss of ₹ (12.75)/- Lakhs during the previous year 2019-2020.

VISION:

Our Vision is to become the most respected company in the financial services space in India. Our Business Strategy is to have a steady growth by adapting to the changing environment, without losing the focus on our core domain of financial services.

We will provide easy finance with hassle-free documentation through a speedy and transparent process.

The Government of India is strongly focusing on new policy to promote electric vehicles and we believe that we have a significant part to play by financing electric vehicles. As we diversify our product portfolio to other forms of secured financing, we will soon have an entire spectrum of financial products under the ISCCL umbrella.

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SEGMENT-WISE PERFORMANCE:

The Company is into single reportable segment only.

ROAD AHEAD & FUTURE OUTLOOK:

The company is exploring newer growth avenues like:

- ❖ Micro financing particularly, financing of electronics products manufactured by the Group Company & other established brands;
- ❖ Vehicles finance, particularly financing of two-wheeler electric vehicles manufactured by the group Company;
- ❖ Working Capital requirements;
- ❖ General Corporate purpose;
- ❖ Investment in its group Company specifically in the hospitality sector; herbal & ayurvedic products; financial products & aviation sector;
- ❖ Temporary lending of loans & advances;
- ❖ Investment in marketable securities/mutual funds, etc.
- ❖ Investment in real estate sector

INTERNAL CONTROL SYSTEMS AND ADEQUACY OF INTERNAL CONTROL:

In any industry, the processes and internal control systems play a critical role in the health of the Company. The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices.

The Board has an Audit Committee with independent directors in majority to maintain the objectivity.

OSL has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all transactions are authorized, recorded and reported properly, applicable statutes and corporate policies are duly complied with.

The Audit Committee also seeks the views of statutory auditors on the adequacy of the internal control systems in the Company.

OPPORTUNITIES & THREATS:

Opportunities

Non-Banking Financial Companies (NBFCs) are fast emerging as an important segment of Indian financial system. The Company provides financing to the electronics products manufactured by the Group Company & other established brands, Vehicles finance, particularly financing of two-wheeler electric vehicles manufactured by the group Company, Working Capital requirements, General Corporate purpose, Investment in its group Company specifically in the hospitality sector, herbal & ayurvedic products, financial products & aviation sector, Temporary lending of loans & advances, Investment in marketable securities/mutual funds, etc., Investment in real estate sector.

Thus, the Company has broadened and diversified the range of products and services offered by a financial sector. Gradually, the Company, being recognized as complementary to the banking sector due to its customer-oriented services; flexibility and timeliness in meeting the credit needs of specified sectors; etc.

Threats

Being an NBFC, the Company has to face various threats as under mentioned;

- ❖ Slow industrial growth
- ❖ Stiff competition with NBFCs as well as with banking sector.
- ❖ High cost of funds.

RISKS AND CONCERNS:

Risk is an inherent aspect of any business, the Company, being a financial company is exposed to various numerous risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The Company has the overall responsibility of ensuring that an effective risk management framework is aligned to its objectives.

Our Company constantly invests in people, processes and technology as the Company acknowledges that these are vital elements for mitigating various risks posed by the environment. The Company has established detailed procedures and policies for underwriting across various product categories, based on the credit profile of the customers.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

REVIEW OF OPERATIONS OF THE COMPANY:

The financial operations of your Company for the year ended March 31, 2021 is summarized below:

(₹ in lakhs)

Particulars	Standalone	
	2020-2021	2019-2020
Net Sales/ Income from Operations	13.31	13.79
Other Income	3.40	0.01
Total Income	16.70	13.80
Total Expenses	113.27	25.77
Profit/(Loss) from operations before exceptional items and Tax	(96.57)	(11.97)
Profit/(Loss) before Tax	(96.57)	(11.97)
Tax Expense	0	0.78
Net Profit After Tax	(96.57)	(12.75)

HUMAN RESOURCES:

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation. Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

KEY FINANCIAL RATIOS:

Particulars	FY 2020-2021	FY 2019-2020
Debtors Turnover Ratio	0	0
Inventory Turnover Ratio	NA	NA
Current Ratio	12.08:1	14.87:1
Operating Profit Ratio	-67.37%	NA
Net Profit Margin	-89.85%	NA
Return on Net worth	-0.31	-0.06

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I SECURE CREDIT & CAPITAL SERVICES LIMITED
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COMPLIANCE:

The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by different regulators, the Company's Board of Directors and the Company's Compliance Policy. In compliance with the provisions of the SEBI Listing Regulations, the Company has an optimum combination of executive and non-executive directors with a woman independent director.

The Different Committees of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

Annexure C

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Ltd.)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **I Secure Credit & Capital Services Limited (Formerly Known as Orchid Securities Ltd.)** (“here in after called the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company, during the audit period covering the financial year ended on 31st March, 2021 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under including any amendments in force;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange
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I SECURE CREDIT & CAPITAL SERVICES LIMITED
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Board of India Act, 1992 ('SEBI Act'): -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;- **Applicable to the Company during the Audit period as event-based disclosure has been made by the Company from time to time;**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 including amendments in force; **Applicable to the Company during the Audit period as event-based disclosure has been made by the Company from time to time;**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Applicable to the Company as the Company has issued Convertible Equity warrants shares on Preferential basis to the Promoter/ promoter group and Non-Promoters of the Company.**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable to the Company during the Audit Period;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the Audit Period;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the Audit Period**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **The Company's Shares were Voluntary De-listed its securities from Calcutta Stock exchange with effect from 19th April, 2021.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 or Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018- **Not Applicable to the Company during the Audit Period;**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. Secretarial Standards with respect to meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with The Calcutta Stock Exchange & BSE Limited;

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

During the period under review and as per representations and clarifications provided by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The other laws, as informed and certified by the Management of the Company which is specifically applicable to the Company;

- i) The Income Tax Act 1961.
- ii) The Reserve Bank of India Act, 1934
- iii) Depositories Act, 1996.
- iv) Goods & Service Act 2017
- v) The West Bengal State Tax on Professions, Traders, Calling and Employment Rules, 1979.
- vi) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- vii) The Payment of Wages Act 1936.
- viii) The Minimum Wages Act 1948.
- ix) West Bengal Shop & Establishment Act, 1963.
- x) The Companies Act, 2013.
- xi) Secretarial Standards issued by The Institute of Company Secretaries of India.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. No meeting was conducted on shorter notice since all the meetings were scheduled with the proper time duration as prescribed under Companies Act, 2013.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

Majority decisions were carried through and there were no dissenting members' whose views were required to be captured and recorded as part of the minutes.

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

I further report that during the audit period the Company has;

1. The Company has filed certain forms with ROC with additional fees during the year 2020-2021.
2. The Company has appointed and resigned its Directors during the F.Y 2020-2021.

Sr. No	DIN	Name of Director	Designation-Category	Original Date of Appointment	Date of Cessation	Change in Designation
1	07274241	Sajidhusain Ismailmiya Malek	Non-Executive Non-whole time Independent Director	31/01/2020	30/07/2020	-
2	08763757	Mukeshkumar Bapulal Kaka	Non-Executive Non-whole time Independent Director	30/07/2020	-	-
3	08865234	Nikhil Bhagwanshanker Dwivedi	Non-Executive Non-whole time Independent Director	02/09/2020	-	-
4	07261150	Yatin Sanjay Gupte	Non Executive Non Independent Director	31/01/2020	-	26/03/2021
5	02809108	Venkata Ramana Revuru	Non Executive Non	31/01/2020		26/03/2021

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

			Independent Director			
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3. There were Change in Key Managerial personnel during the year 2020-2021

Sr. No	Name	Designation
1	Mohsinkhan Pathan (Resigned on 16 th February, 2021)	Chief Financial officer (CFO)
2	Sejalben Manharbhai Varia (Appointed on 01 st April, 2021)	Chief Financial Officer (CFO)

4. The Company has altered its share capital during 2020-2021:

- (i) The Company has increased its Authorized Capital from ₹ 3,25,00,000/- (Rupees Three Crore Twenty-Five Lakhs) divided into 32,50,000 (Thirty-Two Lacs Fifty Thousand) equity shares of ₹ 10/- (Rupees Ten Only) each to ₹ 27,00,00,000/- (Rupees Twenty-seven Crore) comprising of ₹ 12,00,00,000/- (Rupees Twelve crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10/- (Rupees Ten Only) each and ₹ 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 ₹ 10/- (Rupees Ten) each by creation of additional 2,37,50,000 (Two Crore Thirty-Seven Lakhs Fifty Thousand) shares of Rs. 10/- (Rupees Ten Only) and altered the MOA through postal ballot resolution passed by its shareholders on 05th September, 2020.
- (ii) The Company in its board meeting held on July 03, 2020 has proposed to issue and allot 80,00,000 (Eighty Lakhs) Convertible Equity Warrants for cash at a price of ₹ 10/- per warrant aggregating to ₹ 8 crores to Promoters/ Promoter Group and Strategic Investors not forming part of the Promoter Group entity as defined in SEBI (ICDR) Regulations on preferential basis. Shareholders have passed the resolution through postal ballot on 05th September, 2020. The Company has received the In-principal approval from Metropolitan Stock Exchange of India Limited (“MSEI”) on 14th September, 2020 and The Calcutta Stock Exchange Ltd (“CSE”) on 07th January, 2021. The Company has allotted 80,00,000 no. of convertible warrants to respected allottee on their Board meeting held on 28th September, 2020.
- (iii) The Company in its board meeting held on July 30, 2020 has proposed to issue and allot up to 1,50,00,000 (One Crore Fifty Lakh) 7% Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (“NCRPS”) of the Company, of the face value of ₹ 10 each, on such terms and conditions, for an aggregate value not exceeding ₹ 15,00,00,000 (Rupees Fifteen Crores) in one or more tranches to Strategic Investors not forming part of the Promoter Group of the Company on Private Placement basis. The said NCRPS shall not be listed with any

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stock exchange. Shareholders have passed the resolution through postal ballot on 05th September, 2020.

5. The Company has appointed M/s VCA and Associates as Internal Auditor and Santoshkumar K Pandey as Secretarial Auditor for the F.Y 2020-2021.
6. The Company has reconstituted various committees during the year 2020-2021.
7. The Company has held its 27th Annual General Meeting through Video conferencing and other Audio-Visual Means on 23rd December 2020 for the financial year 2019-2020.
8. There was no Extra Ordinary General Meeting (EOGM) held by the Company in the F.Y 2020-2021.
9. The Company has done 2 Postal Ballot during the F.Y 2020-2021. Following Details of Postal Ballot are as under:

Date of Notice	Particulars of Resolutions	Start date of E-voting	End Date of E-voting	Date of Declaration of result
30th July, 2020	Special Resolution 1. To Consider Increase of Authorized Capital and Alteration of Memorandum of association Of the Company. 2. Issue of Convertible Equity Warrants on Preferential Basis. 3. To Issue and offer of 7% Non –Convertible, Non –Cumulative, Non –Participating, Redeemable Preference Shares on a Private Placement Basis (NCRPS). 4. Adoption of New Set of Articles of Association of the Company. 5. To Increase Borrowing Powers of the Board and Authorization Limit to	06 th August, 2020	04 th September 2020	05 th September 2020

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	<p>secure the Borrowings under Section 180(1) (C.) of the Companies Act 2013.</p> <p>6. Consent of Members for Increase in Limits applicable for making investments/Extending Loans and giving Guarantees or providing securities in connection with loans to persons/Body Corporate.</p>			
23rd December 2020	<p>Special Resolution</p> <ol style="list-style-type: none"> 1. Change of Name of the Company. 2. Alteration of the Object Clause of the Memorandum of Association of the Company 	29 th December 2020	27 th January, 2021	27 th January, 2021

Others

1. The Company being a Non-Banking Financial Company, the Reserve Bank of India Act, 1934 is applicable to the Company which includes Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India for Non-Deposit taking NBFCs; as specifically applicable to the Company. The Company has complied with all the regulations specified for an NBFC under the RBI Act.
2. The Company has not issued any prospectus since last 10 years, nor made any Public Issue during 2020-2021.
3. The Company has not accepted any deposits u/s 73 & 74 of Companies Act, 2013 during the year nor there any outstanding deposits as on 31st March, 2021
4. The Company has only fully paid-up equity shares.
5. The Company has not created any Charges during the year.
6. The Board has not recommended any dividend.
7. The Company has not removed any director during the year.
8. The Company has not made any rights issue/bonus issue/qualified institutional placement or Indian Depository receipt during the year.
9. The Company does not have any joint venture or wholly owned subsidiary abroad nor there has it made any direct/indirect investment abroad during the year.
10. The Company has not issued any overseas External Commercial borrowing during the year.
11. The Company does not have any joint auditor; branch auditor & cost auditor.

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12. The Company has not made foreign investment nor received any FDI.
13. The Company has deducted TDS and Deposited on time but some amount still remains to be paid.
14. CSR is not applicable to the Company.
15. The Company has adopted new set of Article of Association of the Company as per Companies Act, 2013, through postal ballot passed by shareholders on 05th September, 2020.
16. The Company has altered its object clause of the Memorandum of Association, through postal ballot passed by shareholders on 27th January, 2021 and Registrar of Companies issued certificate for alteration of object clause on 03rd February, 2021.
17. The Company has sought reclassification of promoter/ Outgoing promoters as the present management/ acquirer have made the open offer of the Company and there was change in the control & management of the Company.
The Company has received the approval from the MSEI Ltd. Vide their email dated 25th January, 2021 and CSE Ltd on 03rd February, 2021
18. The Company has changed its name from Orchid Securities Limited to I Secure Credit & Capital Services Limited as per certificate issued by ROC, Kolkata on 18th February, 2021 (certificate Incorporation) pursuant to change in the name of the Company. The Company has received the No objection certificate from RBI on 15th September, 2020 for change of name of the Company and final name change certificate of registration is awaited from the RBI. The Company has received the In-principle approval from MSEI on 21st December, 2020 and CSE on 07th January, 2021. The Company has received the final approval from MSEI and CSE on 11/03/2021 and 05/03/2021 respectively.
19. The Board of Directors of the company in its meeting held on 26th March, 2021 has considered and approved the Voluntary Delisting of the Securities of the Company from The Calcutta Stock Exchange Ltd (CSE) without giving any exit opportunity to the shareholders as the equity shares of the Company will continue to be listed on MSEI Limited which is having nationwide trading terminals, pursuant to Regulation 6 and 7 and other applicable regulations, if any, of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended. The Company has published a Newspaper Advertisement for public notice on **31st March, 2021** in Business standard (English language with wide circular), Navshakti (Marathi language) and Arthik Lipi (Bengali language) and delisting application has been filed with CSE on 02nd April, 2021.
20. The Company has paid Annual Listing Fees to Stock Exchanges/Depository during 2020-2021.
21. The Company has changed the Corporate office of the Company from C-222, GIDC Makarpura Industrial Estate, Vadodara 390010 to 1st floor, City Castle Building East Fort, Thrissur 5 Kerala – 680005 with effect from 30th July, 2020.
22. The Company has set up the Administrative office at First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli Vadodara 391410 with effect from 30th July, 2020 and records of the Company will be maintained at the Administrative office of the Company.

I further report that Compliance of applicable Financial Laws including direct and indirect tax Laws by the Company has not been reviewed in the Audit since the same has been subject to review by the statutory auditor and other designated professionals.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
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It is to be noted that due to the nationwide lock-down arising out of COVID 19 pandemic, report for the review period is issued by examining documents and record provided to us through electronic mode since physical verification was not possible.

SD/-

Santoshkumar K Pandey

(Practicing Company Secretary)

ACS: 8546/ COP: 5484

Place: Thane

Date: 04.08.2021

ICSI UDIN: A008546C000735349

This report is to be read with the letter which is annexed as **Annexure 1** and forms an integral part of this report.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

Annexure 1

To,

The Members,

I Secure Credit & Capital Services Limited

(Formerly Known as Orchid Securities Ltd.)

My report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. Due to restrictions on movement of people amid COVID-19 pandemic, we have to conduct our audit by examining various records and documents including minutes, registers, certificates and other records received through electronic mode from the company. Hence, we state that we have not verified the physical original documents and records. The management has confirmed that the records provided to us for audit are true and correct.
3. Further, our audit report is limited to the verification and reporting on the statutory compliances on laws/regulations/guidelines listed in our report and the same pertain to the financial year ended on 31st March, 2021. Our reporting does not include on statutory compliances whose dates are extended by Ministry of Corporate Affairs/SEBI/RBI, as the case may be, from time to time and accordingly such extended time limits remain beyond the date of our audit report.
4. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

8. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

SD/-

Santoshkumar K Pandey

(Practicing Company Secretary)

ACS: 8546/ COP: 5484

Place: Thane

Date: 04-08-2021

ICSI UDIN: A008546C000735349

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

ANNEXURE D

Additional Information as per section 197 of the Companies Act, 2013, Rule 5(1) of chapter xiii, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2020-21:

Name of the Employee	Designation	Remune rate on (subject to Income-tax)	% increase in Remuneration in the F.Y 2019-2020	Ratio of remuneration of each Director/to median remuneration of employees
Bhargav Pandya	Not Executive Non Whole Time Independent Director	210000	N.A	0.88
Mukesh Kaka	Not Executive Non Whole Time Independent Director	150000	N.A	0.63

- I. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

The percentage increase in remuneration is as follows:

Name of the Person	Designation	Percent increase / (decrease) over the FY 2019-2020 (annualized basis)
Bhargav Pandya	Not Executive non whole time independent director	N.A
Mukesh Kaka	Not Executive non whole time independent director	N.A
Grishma Shewale	Company Secretary	20%
Mohsinkhan Pathan	Chief Financial Officer	20%

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2. The Percentage increase / (decrease) in the median remuneration of employees in the financial year 2020-21: The percentage increase in the median remuneration of the employees in the financial year was 415.35.
3. There are 03 (Three) permanent employees on the payroll of the Company.
4. Nature of employment of MD is contractual, subject to termination by 3 months' notice from either side. For other employees' nature of employment is contractual, subject to termination by One- or three-months' notice from either side or salary in lieu of notice period.
5. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any: NIL

The average percentage Increase/decrease made in the salaries of total eligible employees other than the Key Managerial Personnel for FY 2020-2021 is nil, there was an increase in the remuneration of the Key Managerial Personnel of 20 percent. This is in line with the factors more particularly described in the Policy for Remuneration of the Directors and the Policy on remuneration of Key Managerial Personnel and Employees which are updated on the website of the Company.-

6. Affirmation that the remuneration is as per the remuneration policy of the Company: Yes
7. Top 03 employees in terms of Remuneration drawn during the year under review:

(Amount in ₹)

Sr. No	Name	Remuneration per annum
1	Mohsinkhan Pathan	6,76,500/-
2	Grishma Shewale	4,34,700/-
3	Kavita Shah *	2,63,396/-

*** Ms. Kavita Shah has resigned on 11th June 2021.**

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

DECLARATION BY MANAGING DIRECTOR

[REGULATION 34(3) AND SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To
The Board of Director
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Limited)

I, Sojan Aviracahan, Managing Director of I Secure Credit & Capital Services Limited (Formerly Known as Orchid Securities Limited) hereby declare that all the Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct of the Company laid down for them for the year ended 31st March 2021.

For **I SECURE CREDIT & CAPITAL SERVICES LIMITED**
(Formerly known as Orchid Securities Limited)

SD/-
Sojan Aviracahn
Managing Director
DIN: 07593791

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

The Company has formed a Code of Conduct for the Members of the Board of Directors and Senior Management of the Company pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the all the members of the Board of Directors and senior management have affirmed compliance with the code of conduct for the financial year 2020-2021.

For **I SECURE CREDIT & CAPITAL SERVICES LIMITED**
(Formerly known as Orchid Securities Limited)

SD/-
Sojan Avirachan
Managing Director
DIN: 07593791

Date: 04.08.2021
Place: Vadodara.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

CERTIFICATE ON FINANCIAL STATEMENT

To,

The Members

I Secure Credit & Capital Services Limited

(Formerly Known as Orchid Securities Limited)

CIN: L18209WB1994PLC062173

We, Mr. Sojan Avirachan, Managing Director and Mrs. Sejalben Varia, CFO of I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities limited) hereby certify that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2020-2021 and to the best of my knowledge and belief:

a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.

b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.

2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

a. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies;

b. We have indicated to the Auditors and the Audit Committee:

c. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and

d. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly known as Orchid Securities Limited)

e. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

By Order of the Board

For I Secure Credit & Capital Services Limited
(Formerly known as Orchid Securities Limited)

SD/-
Sojan Avirachan
Managing Director
DIN:07593791

SD/-
Sejalben Varia
Chief Financial Officer

Date: 04.08.2021
Place: Vadodara.

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
I SECURE CREDIT & CAPITAL SERVICE LIMITED
(Formerly Known as Orchid Securities Ltd.)**

I. Report on the Audit of the Standalone Financial Statements

1. Opinion

- A. We have audited the accompanying Standalone Financial Statements of **I SECURE CREDIT & CAPITAL SERVICE LIMITED (formerly known as Orchid Securities Ltd)** (“the Company”), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone Financial Statements”).
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the Loss and changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

3. Emphasis of Matter

We draw attention to Note 30(D) to these Ind AS financial statements, which describes the economic and social disruption as a result of COVID-19 pandemic of the Company’s business and financial metrics including the Company’s estimates of impairment of loans to customers and assumptions used in testing the impairment of the carrying value of goodwill respectively, which are dependent on uncertain future developments. Our opinion is not modified in respect of this matter.

4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
<p>1. Issue of equity share warrants on preferential basis and this resulted in compliances with respective authorities. As per statement of Equity Change.</p> <p>2. Impairment of financial assets (expected credit losses) Ind AS 109 requires the Company to recognise impairment allowance towards its financial assets (Designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> • unbiased, probability weighted outcome under various scenarios; • time value of money; 	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> • Discussion and review with the compliance team of the management to generate confidence in compliances and transparency of the action undertaken. • Obtaining assurances and certifications for fulfilling of necessary procedures to comply with the change in business activity and model. • Verification of Bank Entries for timely receipts and compliances and regulatory fillings. • We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109 • We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any loss indicators were

<ul style="list-style-type: none"> • impact arising from forward looking macro- economic factors and; • Availability of reasonable and supportable information without undue costs. <p>Applying these principles involves significant estimation in various aspects, such as:</p> <ul style="list-style-type: none"> • grouping of borrowers based on homogeneity by using appropriate statistical techniques; • staging of loans and estimation of behavioural life; • determining macro-economic factors impacting credit quality of receivables; • estimation of losses for loan products with no/ minimal historical defaults. <p>In management’s view and considering the guidance provided by the Institute of Chartered Accountants of India, providing moratorium to borrowers based on RBI directives, by itself is not considered to result in a SICR for such borrowers. The Company has recorded a management overlay of around ` 23.40 lakhs as part of its ECL, to reflect among other things an increased risk of deterioration in macro-economic factors caused by COVID-19 pandemic. Given the unique nature and scale of the economic impact of this pandemic, and its timing being close to the year-end, the management overlay is based on various uncertain variables, which could result in actual credit loss being different than that being estimated.</p> <p>In view of the high degree of management’s judgement involved in estimation of ECL, accentuated by the COVID-19 pandemic, it is considered as a key audit matter.</p>	<p>present requiring them to be classified under stage 2 or 3 and vice versa.</p> <ul style="list-style-type: none"> • We evaluated the reasonableness of the management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation • Tested assumptions used by the management in determining the overlay for macro-economic factors (including COVID-19 pandemic). <p>Assessed disclosures included in the Ind AS financial statements in respect of expected credit losses.</p>
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5. Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

- A. The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the Standalone Financial Statements and our auditor’s report thereon. Our opinion on the standalone

financial statements does not cover the other information and we do not express any form of assurance conclusion thereon

- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

6. Management's Responsibility for the Standalone Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

7. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - i) Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one

resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - ii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
 - i) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
 - v) Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in
- i) planning the scope of our audit work and in evaluating the results of our work; and
 - ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- The Statement includes the results for the Quarter ended March 31, 2021 being the balancing figure between audited figures in respect of the full financial year and the year to date figures up to the third quarter of the current financial year which were subject to limited review by us.
- The comparative financial information of the Company for the quarter and year ended March 31, 2020 prepared in accordance with Ind AS included in this Statement have been audited by the predecessor auditor. The report of the predecessor auditor on this comparative financial information dated July 30, 2020 expressed an unmodified opinion.

Our report on the Statement is not modified in respect of these matters.

II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
 - D. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - E. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - F. With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
 - G. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
 - H. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations on its financial position in its Ind As Financial Statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For VCA & Associates
Chartered Accountants
FRN: 114414W

SD/-
CA Rutvij Vyas
Partner
M.No:109191
UDIN: 21109191AAAAEK4216

Date : 30.06.2021
Place: Vadodara

ANNEXURE - A TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **I SECURE CREDIT & CAPITAL SERVICE LIMITED**. (Formerly known as Orchid Securities Ltd) ("The Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on internal control over financial reporting criteria established by the Company considering the essential components of Internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the opinion reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company, and the above opinion does not affect our opinion on the financial statements of the company.

For VCA & Associates
Chartered Accountants
FRN: 114414W

SD/-
CA Rutvij Vyas
Partner
M.No:109191
UDIN: 21109191AAAAEK4216

Date : 30.06.2021
Place : Vadodara

ANNEXURE B TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of I SECURE CREDIT & CAPITAL SERVICES LIMITED (formerly known as Orchid Securities Limited) for the year ended 31st March, 2021.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.

(c) The Company does not hold Immovable property during the year.
2. The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
3. The company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanation given to us, provision In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
6. The maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order
7. (a) The company is regular in depositing undisputed statutory dues including provident fund,
Employee's state insurance, income-tax, GST, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

(b) Dues of income tax or GST or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.

However, according to the information and explanation given to us the following dues of
income tax has not been deposited by the company on account of dispute:

Name of Statute	Nature of Dues	Amount (₹)	Period for which amount relates	Forum where the dispute is pending
Income Tax Act	Income Tax	10,39,250/-	A.Y.2011-12	Commissioner (Appeals)

8. The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company has not raised money by way of initial public offer during the year for the object of the company.
10. Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals
Mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. The company has made preferential allotment of shares during the year and has complied to the requirements of the relevant section, and the funds have been utilized for the purpose of funds raised for the same refer to note 15 on Equity share capital in the annual accounts.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is NBFC and registered under section 45-IA of the Reserve Bank of India Act, 1934 and its RBI Registration No. is B.05.00111.

For VCA & Associates
Chartered Accountants
FRN: 114414W

SD/-
CA Rutvij Vyas
Partner
M.No:109191
UDIN: 21109191AAAAEK4216

Date : 30.06.2021
Place : Vadodara

I SECURE CREDIT & CAPITAL SERVICES LIMITED

(Formerly Known as Orchid Securities Limited)

Balance Sheet as at 31st March, 2021

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
Assets			
(1) Financial Assets			
(a) Cash and Cash Equivalents	3	299.81	15.96
(b) Receivables			
(I) Trade Receivables	4	-	2.90
(c) Loans	5	193.05	48.40
(e) Investment	6	6.38	-
(d) Other Financial Assets	7	6.41	116.04
(2) Non-Financial Assets			
(a) Current Tax Assets (Net)	8	1.81	0.87
(b) Property, Plant and Equipment	9	0.02	1.82
(c) Intangible Assets	9	3.48	
(d) Other Non-Financial Assets	10	7.36	31.90
Total Assets		518.33	217.89
Liabilities and Equity			
(1) Financial Liabilities			
(a) Payables	11		
(II) Other Payables			
(i) total outstanding dues of micro enterprises		1.66	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.75	-
(b) Borrowings (Other than Debt Securities)	12	204.21	6.00
(c) Other Financial Liabilities	13	1.37	5.03
(2) Non-Financial Liabilities			
(a) Other Non-Financial Liabilities	14	0.28	0.25
(3) Equity			
(a) Equity Share Capital	15	300.01	300.01
(b) Other Equity	16	10.04	(93.40)
Total Liabilities and Equity		518.33	217.89

Significant Accounting Policies and Notes to Financial Statements

1-38

The Notes referred above are an integral part of the Balance Sheet.

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

For **VCA & Associates**
Chartered Accountants
Firm Registration No. 114414W

For and on behalf of the Board of Directors of
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Limited)

SD/-
CA Rutvij Vyas
Partner
Membership No. 109191
UDIN:21109191AAAAEK4216

SD/-
Sojan Vettukalle Avirachan
Managing Director
DIN - 07593791

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN - 07261150

SD/-
Sejal M Varia
Chief Financial Officer

SD/-
Grishma A Shewale
Company Secretary

Place: Vadodara
Date: 30.06.2021

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly Known as Orchid Securities Limited)
Statement of Profit and Loss for the year ended 31st March, 2021

(₹ in lakhs)

Particulars	Note No.	Year ended 31st March, 2021	Year ended 31st March, 2020
Revenue from Operations			
(i) Interest Income	17	17.91	3.46
(ii) Dividend Income		0.40	1.63
(iv) Net Gain on Fair Value Changes	18	(5.01)	8.70
(I) Total Revenue from Operations		13.31	13.79
(II) Other Income	19	3.40	0.01
(III) Total Income (I+II)		16.70	13.80
Expenses			
(i) Finance Costs	20	13.80	-
(ii) Impairment on Financial Instruments (Net)	21	23.11	0.17
(iii) Employee Benefits Expenses	22	13.75	11.25
(iv) Depreciation, Amortisation and Impairment	23	1.95	2.33
(v) Other Expenses	24	60.66	12.02
(IV) Total Expenses		113.27	25.77
(V) Profit Before Exceptional Items & Tax (III-IV)		(96.57)	(11.97)
(VI) Exceptional Items		-	-
(VII) Profit Before Tax (V-VI)		(96.57)	(11.97)
(VIII) Tax Expense:			
(a) Current Tax		-	0.78
(b) Deferred Tax		-	-
(IX) Profit After Tax (VII-VIII)		(96.57)	(12.75)
(X) Other Comprehensive Income		-	-
(XI) Total Comprehensive Income for the year (IX+X)		(96.57)	(12.75)
(XII) Earnings per Equity Share (Par Value ₹ 10/- per Equity Share)			
Basic EPS	25	(3.22)	(0.42)
Diluted EPS		-	-

Significant Accounting Policies and Notes to Financial Statements

1-38

The Notes referred above are an integral part of the Statement of Profit and Loss.

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

For **VCA & Associates**
Chartered Accountants
Firm Registration No. 114414W

For and on behalf of the Board of Directors of
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Limited)

SD/-
CA Rutvij Vyas
Partner
Membership No. 109191
UDIN:21109191AAAAEK4216

SD/-
Sojan Vettukallel Avirachan
Managing Director
DIN - 07593791

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN - 07261150

SD/-
Sejal M Varia
Chief Financial Officer

SD/-
Grishma A Shewale
Company Secretary

Place: Vadodara
Date: 30.06.2021

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly Known as Orchid Securities Limited)
Statement of Cash Flows for the year ended 31st March, 2021

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
A. Cash Flow from Operating Activities		
Profit Before Tax	(96.57)	(11.97)
Adjustments for:		
Dividend Income	(0.40)	-
Interest Exp	8.36	-
Interest Income	(17.91)	-
Profit on Dealing of Share	(0.04)	-
Prepayment Charges Income	(0.90)	-
Loan Processing Charges Income	(1.90)	-
Documentation Charges Income	(0.06)	-
Profit on sale of Motor Car	(0.54)	-
Depreciation, Amortisation and Impairment	0.40	2.33
Impairment on Financial Instruments	23.11	0.17
Net unrealised fair value (gain)/loss	(71.21)	18.16
Operating Profit before Working Capital Changes	(157.66)	8.69
Adjustment for:		
(Increase)/Decrease in Trade Receivables and Other Assets	26.50	(3.87)
(Increase)/Decrease in Other Financial Assets	180.85	28.78
(Increase)/Decrease in Loans & Advances	(167.76)	(32.71)
Increase/(Decrease) in Payables and Other Liabilities	2.44	(0.30)
Cash Generated / (used) in operations	(115.63)	0.58
Direct Taxes paid	-	(0.52)
Net Cash (Used in) / Generated from Operating Activities	(115.63)	0.06
B. Cash Flow from Financing Activities		
Increase/(Decrease) in Borrowings (Other than Debt Securities)	194.55	6.00
Proceeds Received on Convertible Equity Warrant	200.00	-
Prepayment Charges Income	0.90	-
Loan Processing Charges Income	1.90	-
Interest income Income	17.91	-
Documentation Charges Income	0.06	-
Interest Paid	(8.36)	-
Net Cash (Used in) / Generated from Financing Activities	406.96	6.00
C. Cash Flow from Investment Activities		
Purchase of Fixed Assets	(3.54)	-
Sale Of Fixed Assets	2.00	-
(Increase)/Decrease in Investments	(6.38)	-
Dividend Income	0.40	-
Profit on Dealing of shares	0.04	-
Net Cash (Used in) / Generated from Investment Activities	(7.48)	-
Net Increase/(Decrease) in Cash and Cash equivalents (A+B)	283.85	6.06
Cash and Cash Equivalents at the beginning of the year	15.96	9.90
Cash and Cash Equivalents at the end of the year	299.81	15.96

Components of Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Cash and Cash Equivalents at the end of the period		
Cash on Hand	8.87	7.88
Balances with Banks - in Current Accounts	290.94	3.08
Cheques on Hand	-	5.00
	299.81	15.96

Note: The above Statement of Cash Flows has been prepared under the Indirect Method as set out in the Ind AS 7 'Statement of Cash Flows'.

This is the Statement of Cash Flows referred to in our report of even date.

For **VCA & Associates**
Chartered Accountants
Firm Registration No. 114414W

For and on behalf of the Board of Directors of
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Limited)

SD/-
CA Rutvij Vyas
Partner
Membership No. 109191
UDIN:21109191AAAAEK4216

SD/-
Sojan Vettukallel Avirachan
Managing Director
DIN - 07593791

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN - 07261150

SD/-
Sejal M Varia
Chief Financial Officer

SD/-
Grishma A Shewale
Company Secretary

Place: Vadodara
Date: 30.06.2021

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly Known as Orchid Securities Limited)
Statement of Changes in Equity for the year ended 31st March, 2021

A. Equity Share Capital (₹ in lakhs)

Particulars	Amount
As at 31st March, 2019	300.01
Changes in equity share capital during the year	-
As at 31st March, 2020	300.01
Changes in equity share capital during the year	-
As at 31st March, 2021	300.01

B. Other Equity (₹ in lakhs)

Particulars	Reserves and Surplus		Money Received Against Share Warrants	Total
	Special Reserve (Pursuant to Section 45IC of The Reserve Bank of India Act, 1934)	Retained Earnings		
Balance as at the 1st April, 2018 (restated)	5.15	(79.15)	-	(74.00)
Profit/(Loss) for the year	-	(6.64)	-	(6.64)
Transfer from retained earnings	-	-	-	-
Income tax of earlier year	-	(0.01)	-	(0.01)
Balance as at 31st March, 2019	5.15	(85.80)	-	(80.66)
Profit/(Loss) for the year	-	(12.75)	-	(12.75)
Transfer from retained earnings	-	-	-	-
Balance as at 31st March, 2020	5.15	(98.55)	-	(93.41)
Profit/(Loss) for the year	-	(96.57)	-	(96.57)
Transfer from retained earnings	-	-	-	-
Addition During the Year	-	-	200.00	200.00
Balance as at 31st March, 2021	5.15	(195.11)	200.00	10.04

This is the Statement of Changes in Equity referred to in our report of even date.

For **VCA & Associates**
Chartered Accountants
Firm Registration No. 114414W

For and on behalf of the Board of Directors of
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Limited)

SD/-
CA Rutvij Vyas
Partner
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DIN - 07261150

SD/-
Sejal M Varia
Chief Financial Officer

SD/-
Grishma A Shewale
Company Secretary

Place: Vadodara
Date: 30.06.2021

I SECURE CREDIT & CAPITAL SERVICES LIMITED

(Formerly known as Orchid Securities Limited)

Significant Accounting Policies and Notes to Financial Statements

1. CORPORATE INFORMATION

I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited) (the "Company") was incorporated on March 9, 1994 is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The shares of the Company are listed on The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Limited. The Company is registered under section 45-IA of The Reserve Bank of India Act, 1934 to commence/carry on the business of a Non-Banking Financial Institution. The registration details are as follows:

RBI	B.05.00111
Corporate Identity Number (CIN)	L18209WB1994PLC062173

The registered office of the Company and the principal place of business is 36A, Bentinck Street, Kolkata – 700069.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. The financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant accounting standards. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The financial statements are prepared on a going concern basis, as the management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources. The outbreak of COVID-19 has not affected the going concern assumption of the Company.

2.2 Presentation of financial statements

The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement of assets and liabilities of the Company as on balance sheet dates, within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current).

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally

enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- The normal course of business.
- The event of default.
- The event of insolvency of bankruptcy of the company/ or its counterparties.

2.3 Significant Accounting Policies

A) Financial Instruments

Financial assets and financial liabilities can be termed as financial instruments.

(I) Classification of financial instruments:

The Company classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost
2. Financial assets to be measured at fair value through other comprehensive income
3. Financial assets to be measured at fair value through profit or loss

The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets.

The Company classifies its financial liabilities at amortised cost unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss (FVTPL) such as derivative liabilities. Financial liabilities, other than loan commitments and financial guarantees, are measured at FVTPL when they are derivative instruments or the fair value designation is applied.

(II) Assessment of business model and cash flow for financial assets:

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel.
- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed.
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- The expected frequency, value and timing of sales are also important aspects of the Company's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

‘Principal’ for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount).

In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Company classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

(III) (a) Recognition of Financial Instruments:

Financial assets and financial liabilities are recognised when entity becomes a party to the contractual provisions of the instruments. Loans & advances and all other regular way purchases or sales of financial assets are recognised and derecognised on the trade date basis.

(b) Initial Measurement of Financial Instruments:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of Profit and Loss.

(c) Subsequent Measurement:

(1) Financial Assets

Financial Assets carried at Amortised Cost:

These financial assets comprise bank balances, loans, trade receivables, other receivables, investments and other financial assets.

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI):

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets

and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Profit or Loss (FVTPL):

Financial assets at fair value through profit or loss are those that are either held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109. Management only designates an instrument at FVTPL upon initial recognition when one of the following criteria are met (such designation is determined on an instrument –by instrument basis):

The designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis.

Financial assets at FVTPL are recorded in the balance sheet at fair value. Changes in fair value are recorded in profit and loss.

Debt Securities and other borrowed funds:

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the EIR. A compound financial instrument which contains both a liability and an equity component is separated at the issue date.

Undrawn loan commitments

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Company is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line.

Effective Interest Rate (EIR) Method:

The EIR is a method of calculating the amortised cost of a debt instrument and of allocating interest income or expense over the relevant period. The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability on initial recognition.

The EIR for financial assets or financial liability is computed:

- a) By considering all the contractual terms of the financial instrument in estimating the cash flows
- b) Including fees and transaction costs that are integral part of EIR.

Impairment of Financial Assets:

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and FVTOCI at each reporting date based on evidence or information that is available without undue cost or effort.

The Company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased

significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for that financial asset at an amount equal to 12-month expected credit losses.

No Expected credit losses are recognised on equity investments.

(a) Expected Credit Loss (ECL) principles

The Company records allowance for expected credit losses for all loans, debt financial assets not held at FVTPL, together with undrawn loan commitments, in this section all referred to as 'financial instruments'. Equity instruments are not subject to impairment under Ind AS 109. For the computation of ECL on the financial instruments, the Company categorises its financial instruments as mentioned below:

Stage 1: All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Company classifies all advances up to 30 days overdue under this category. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2: All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Exposures are classified as Stage 2 when the amount is due for more than 30 days but do not exceed 90 days.

Stage 3: All exposures are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. Exposures where the amount remains due for 90 days or more are considered as to be stage 3 assets.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company undertakes the classification of exposures within the aforesaid stages at borrower level.

(b) Calculation of ECL

The mechanics of the ECL calculations are outlined below and the key elements are as follows:

Exposure-At-Default (EAD): The Exposure at Default is the amount the Company is entitled to receive as on reporting date including repayments due for principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities.

Probability of Default (PD): The Probability of Default is an estimate of the likelihood of default of the exposure over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Loss Given Default (LGD): The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral.

The ECL allowance is applied on the financial instruments depending upon the classification of the financial instruments as per the credit risk involved. ECL allowance is computed on the below mentioned basis:

12-month ECL: 12-month ECL is the portion of Lifetime ECL that represents the ECL that results from default events on a financial instrument that are possible within the 12 months after the reporting date. 12-month ECL is applied on stage 1 assets.

Lifetime ECL: Lifetime ECL for credit losses expected to arise over the life of the asset in cases of credit impaired loans and in case of financial instruments where there has been significant increase in credit risk since origination. Lifetime ECL is the expected credit loss resulting from all possible default events over the expected life of a financial instrument. Lifetime ECL is applied on stage 2 and stage 3 assets.

The Company computes the ECL allowance either on individual basis or on collective basis, depending on the nature of the underlying portfolio of financial instruments. The Company has grouped its loan portfolio into corporate loans, SME loans and Commercial vehicle loans.

Derecognition of financial assets in following circumstances:

(a) Derecognition of financial assets due to substantial modification of terms and conditions:

The Company derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be credit-impaired at the origination date.

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Group records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

(b) Derecognition of financial assets other than due to substantial modification financial assets:

A financial asset or a part of financial asset is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Company has transferred the financial asset if, and only if, either:

- The Company has transferred its contractual rights to receive cash flows from the financial asset; or
- It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows.

A transfer only qualifies for derecognition if either:

- The Company has transferred substantially all the risks and rewards of the asset; or
- The Company has neither transferred nor retained substantially all the Risks and rewards of the asset, but has transferred control of the asset.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Company has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Company's continuing involvement, in which case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Off-setting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously backed by past practice.

(2) Financial Liabilities & Equity Instruments

Classification as debt or equity

Financial liabilities and equity instruments issued are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An Equity Instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial Liabilities

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 - "Financial Instruments".

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of Profit and Loss. Any difference between the proceeds (net of transaction costs)

and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method.

Derecognition of financial Liabilities in following circumstances:

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

B) Fair Value Measurement

On initial recognition, all the financial instruments are measured at fair value. For subsequent measurement, the Company measures certain categories of financial instruments at fair value on each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- 1) In the principal market for the asset or liability, or
- 2) In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: inputs for the asset or liability that are not based on observable market data.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred, if any.

C) Property plant and equipment's

Recognition and measurement

Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the year till such assets are ready to be put to use. Any trade discounts and rebates are deducted in arriving at the purchase price. Gains or losses arising from derecognition of such assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Subsequent expenditure

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repair and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation

Depreciation commences when the assets are ready for their intended use. It is recognised to write down the cost of assets less their residual values over their useful lives, using the straight-line method basis. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The Company has adopted the useful life as specified in Schedule II to the Companies Act, 2013.

Depreciation on assets purchased / sold during the period is recognised on a pro-rata basis to the Statement of Profit and Loss till the date of sale.

Intangible assets

1) Recognition and Measurement

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition.

2) Amortisation

Intangible assets are amortised using the straight line method over a period of 10 years, which is the management's estimate of its useful life. The amortisation period and the amortisation method are reviewed at least as at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

D) Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of Profit and Loss.

E) Recognition of Income

Revenue generated from the business transactions (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration to be received or receivable by the Company. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

- Step 1 : Identify contract(s) with a customer
- Step 2 : Identify performance obligations in the contract
- Step 3 : Determine the transaction price
- Step 4 : Allocate the transaction price to the performance obligations in the contract
- Step 5 : Recognise revenue when (or as) the Company satisfies a performance obligation

(a) Recognition of interest income

Interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR for the amortised cost asset is calculated by taking into account any discount

Or premium on acquisition, origination fees and transaction costs that are an integral part of the EIR.

If expectations regarding the cash flows on the financial asset are revised for reasons Other than credit risk. The adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company recognised the interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial status of the financial asset improves and it no longer remains to be a credit-impaired, the Company revises the application of interest income on such financial asset to calculating interest income on a gross basis.

Interest income on all trading assets and financial assets mandatorily required to be measured at FVTPL is recognised as interest income in the statement of profit or loss.

(b) Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

(c) Syndication, advisory & other fees

Syndication, advisory & other fees are recognized as income when the performance obligation as per the contract with customer is fulfilled and when the right to receive the payment against the services has been established.

(d) Origination fees

Origination fees, which the Company has received/recovered at time of granting of a loan, is considered as a component for computation of the effective rate of interest (EIR) for the purpose of computing interest income.

(e) Net gain/(loss) on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain or loss as a gain or expense respectively.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

F) Recoveries of Financial assets written off

The company recognizes income on recoveries of financial assets written off on realization or when the right to receive the same without any uncertainties of recovery is established.

G) Finance Costs

The Company recognises interest expense on the borrowings as per EIR methodology which is calculated by considering any ancillary costs incurred and any premium payable on its maturity.

Interest expense includes origination costs that are initially recognised as part of the carrying value of the financial liability and amortized over the expected life using the EIR. It also include expenses related to borrowing which are not part of effective interest as not directly related to loan origination.

H) Retirement and other employee benefits

(a) Defined Contribution Plans:

Contribution as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 towards Provident Fund and Pension Fund is not applicable to the company. Hence no provision made for this and other employee benefits.

(b) Defined Benefit Plans:

Gratuity in respect of all the employees are accounted for on cash basis.

(c) Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of salaries in the period in which related service is rendered.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

I) Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

In case of litigations, provision is recognised once it has been established that the Company has a present obligation based on information available up to the date on which the Company's financial statements are finalised and may in some cases entail seeking expert advice in making the determination on whether there is a present obligation.

Contingent Liabilities

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. Company does not recognise contingent liability but discloses its existence in the financial statements.

Contingent Assets

Contingent assets are not recognised in the financial statements, but are disclosed where an inflow of economic benefits is probable.

J) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

K) Cash and cash equivalents

Cash and cash equivalents comprise of cash on hand, balances with banks, cheques on hand, remittances in transit and short-term investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

L) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker (CODM). The CODM assess the financial performance and position of the Company and makes strategic decisions.

The Company is predominantly engaged in a single reportable segment of 'Investment and Credit Company (ICC) as per Ind AS 108 - Segment Reporting.

M) Earnings per Share ('EPS')

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.4 Significant accounting judgements, estimates and assumption

The preparation of financial statements in conformity with Ind AS requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment & intangible assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

- **Preliminary Expenses**

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

I SECURE CREDIT & CAPITAL SERVICES LIMITED
(Formerly Known as Orchid Securities Limited)
Notes to the Financial Statements for the year ended 31st March, 2021

3. Cash and Cash Equivalents (₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Cash on Hand	8.87	7.88
Balances with Banks - in Current Accounts	290.94	3.08
Cheques on Hand	-	5.00
Total	299.81	15.96

4. Receivables (₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
(Unsecured Considered Good)		
Trade Receivables	-	2.90
Total	-	2.90

5. Loans (₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
(A)		
Loans repayable on demand (At Amortised Cost)	216.45	74.19
Total (A) (Gross)	216.45	74.19
Less: Impairment loss allowance	23.40	25.79
Total (A) (Net)	193.05	48.40
(B)		
(i) Secured	-	-
(ii) Unsecured	216.45	74.19
Total (B) (Gross)	216.45	74.19
Less: Impairment loss allowance	23.40	25.79
Total (B) (Net)	193.05	48.40
(C)		
(I) Loans in India		
(i) Public Sector	-	-
(ii) Others	216.45	74.19
Total (C) (I) (Gross)	216.45	74.19
Less: Impairment loss allowance	23.40	25.79
Total (C) (I) (Net)	193.05	48.40
(C)		
(II) Loans outside India	-	-
Total (C) (I) and (C) (II)	193.05	48.40

Note: None of the loans are measured at fair value at each reporting date. Accordingly the above disclosure has been given for loans carried at Amortised Cost in lines with format as prescribed in Division III of Schedule III to the Companies Act, 2013.

6. Investment (₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Share of Indian Co-Op Credit Society*	6.38	-
Total	6.38	-

*Carried at cost with long term restrictions

7. Other Financial Assets (₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Equity instruments held as stock in trade (measured at Fair Value through Profit or Loss)	6.38	116.01
Security Deposits (measured at Amortised Cost)	0.03	0.03
Total	6.41	116.04

8. Current Tax Assets (Net) (₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Advance Tax (Net of Provision For Tax - Nil, 31st March 2019: ₹ 0.52 lakhs, 1st April 2018: ₹ 0.52 lakhs)	1.81	0.87
Total	1.81	0.87

Notes to the Financial Statements for the year ended 31st March, 2021

9. Property, Plant and Equipment

(₹ in lakhs)

Particulars	Gross Carrying Amount				Depreciation and Impairment				Net Carrying Amount
	As at 1st April, 2020	Additions during the year	Disposals and other adjustments	As at 31st March, 2021	As at 1st April, 2020	For the year	Disposals and other adjustments	As at 31st March, 2021	As at 31st March, 2021
	(a)	(b)	(c)	(d=a+b-c)	(e)	(f)	(g)	(h=e+f-g)	(d-h)
Tangible assets:									
Assets for Own use									
Vehicles	6.10	0	1.46	4.63	4.34	0.29	0.00	4.63	0.00
V. Machine	0.10	0	0.00	0.10	0.09	0.00	-0.005	0.10	0.00
Air Conditioner	0.56	0	0.00	0.56	0.53	0.00	-0.03	0.56	0.00
Computer	0.45	0	0.00	0.45	0.43	0.00	0.00	0.43	0.02
Intangible assets:									
CIBIL Software	0.00	3.54	0.00	3.54	0.00	0.06	0.00	0.06	3.48
Total	7.21	3.54	1.46	9.29	5.39	0.35	-0.033	5.77	3.51

Notes to the Financial Statements for the year ended 31st March, 2021

10. Other Non-Financial Assets

(₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Advance to Parties	-	23.00
Advance for Expenses	7.34	-
Advance to Staff	-	7.00
Prepaid Expenses	0.03	0.30
Preliminary Expenses	-	1.60
Total	7.36	31.90

11. Payables

(₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Other Payables		
total outstanding dues of micro enterprises and small enterprises (refer Note No. 11.1)	1.66	-
total outstanding dues of creditors other than micro enterprises and small enterprises	0.75	-
Total	2.42	-

11.1 Dues of Micro Enterprises and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Total	-	-

Dues as above, to the Micro Enterprises and Small Enterprises have been determined by the Management. This has been relied upon by the auditors.

12. Borrowings (Other than Debt Securities)

(₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
(At Amortised Cost)		
Secured	-	-
Unsecured	-	-
Loan from Indian Co Operative Credit Society	191.13	
Loans from related parties	13.09	6.00
Total (A)	204.21	6.00
Borrowings in India	204.21	6.00
Borrowings outside India	-	-
Total (B)	204.21	6.00

Note: None of the borrowings are measured at fair value at each reporting date. Accordingly the above disclosure has been given for borrowings carried at Amortised Cost in lines with format as prescribed in Division III of Schedule III to the Companies Act, 2013.

Notes to the Financial Statements for the year ended 31st March, 2021

13. Other Financial Liabilities

(₹ in lakhs)

Particulars	As at	As at
	31st March, 2021	31st March, 2020
Outstanding Liabilities for Expenses	1.37	5.03
Total	1.37	5.03

14. Other Non-Financial Liabilities

(₹ in lakhs)

Particulars	As at	As at
	31st March, 2021	31st March, 2020
Statutory Liabilities	0.28	0.25
Total	0.28	0.25

15. Share Capital

Details of authorised, issued and subscribed share capital

(₹ in lakhs)

Particulars	As at	As at
	31st March, 2021	31st March, 2020
Authorised Share Capital		
1,20,00,000 (P.Y.32,50,000) Equity Shares of (₹) 10/- each	1,200.00	325.00
1,50,00,000 (P.Y. NIL) 7% Non-Cumulative Non convertible Non Participating	1,500.00	-
	2,700.00	325.00
Issued, Subscribed & Paid up		
30,00,100 (P.Y. 30,00,100) Equity Shares of (₹) 10/- each	300.01	300.01
Total	300.01	300.01

Note :

Authorized capital has been increased from Rs 32,50,000 to Rs 27,00,00,000. Board resolution has been passed for the same.

(a) Reconciliation of the number of equity shares outstanding

(₹ in lakhs)

Equity Shares	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	30.0010	300.01	30.0010	300.01
Add: Issued during the year	-	-	-	-
At the end of the year	30.0010	300.01	30.0010	300.01

(b) Rights, preferences and restrictions in respect of Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after

The company has issued Convertible Equity Warrants & it is converted into Share Capital to the tune of Rs. 2 Cr on Preferential Basis

(c) Details of Shareholders holding more than 5% of the equity shares each

Name of the shareholders	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Yatin Sanjay Gupte	7,16,850	23.89%	4,30,600	14.35%
Vettukallel Avirachan Sojan	6,06,600	20.22%	3,62,800	12.09%
Venkata Ramana Revuru	4,57,700	15.26%	2,77,200	9.24%
Charles Mathews	2,22,500	7.42%	-	-

As per records of the Company, including its register of shareholders/members, the above shareholding represents legal ownership of

Notes to the Financial Statements for the year ended 31st March, 2021

16. Other Equity

(₹ in lakhs)

Particulars	As at 31.03.2021		As at 31.03.2020	
		Amount		Amount
Other Equity				
Statutory reserves u/s 45-IC of The RBI Act, 1934		5.15		5.15
Retained earnings		(195.11)		(98.55)
Money Received against Share Warrants		200.00		
Total		10.04		(93.41)

16.1. Other Equity Movement

(₹ in lakhs)

Particulars	As at	As at
	31st March, 2021	31st March, 2020
Special Reserve (Reserve Fund as per Section 45-IC of		
Opening balance	5.15	5.15
Add: Transfer from retained earnings	-	-
Closing balance	5.15	5.15
Retained Earnings	(98.55)	(85.80)
Add: Profit/(Loss) for the year	(96.57)	(12.75)
Less: Income tax of earlier year	-	-
Closing balance	(195.11)	(98.55)
Money Received against Share Warrants	-	-
Opening balance	-	-
Addition During the year	200.00	-
Closing balance	200.00	-
Total	10.04	(93.40)

Nature and purpose of reserves

(i) Special Reserve (Reserve Fund as per Section 45-IC of The Reserve Bank of India Act, 1934)

Transfer of 20% of the profit after tax before re-measurement adjustments on transition to Ind AS, if any, to the statutory reserves in accordance with the provision of Section 45-IC of the RBI Act, 1934.

The conditions and restrictions for distribution attached to Special Reserve is as follows:

No appropriation of any sum from the reserve fund shall be made by the Company except for the purpose as may be specified by the RBI from time to time and every such appropriation shall be reported to the RBI within twenty-one days from the date of such withdrawal. RBI may, in any particular case and for sufficient cause being shown, extend the period of twenty one days by such further period as it thinks fit or condone any delay in making such report.

(ii) Retained Earnings

This reserve represents the cumulative profits of the Company. This can be utilised in accordance with the provisions of the Companies Act, 2013.

Notes to the Financial Statements for the year ended 31st March, 2021

17. Interest Income

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Interest on loans measured at amortised cost	17.91	3.46
Total	17.91	3.46

18. Net Gain on Fair Value Changes

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Net gain on financial instruments at fair value through profit or loss		
On trading portfolio		
Equity instruments held as stock in trade	(5.01)	8.70
Total Net Gain on Fair Value Changes (A)	(5.01)	8.70
Realised	(76.22)	26.86
Unrealised	71.21	(18.16)
Total Net Gain on Fair Value Changes (B)	(5.01)	8.70

19. Other Income

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Interest on Income Tax Refund	-	0.01
Liabilities no longer required written back	-	-
Documentation Charges	0.06	
Loan Processing Fees	1.90	
Prepayment Charges	0.90	
Profit on Sale of Motorcar	0.54	
Total	3.40	0.01

20. Finance Cost

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Bank Charges	0.03	
Loan Processing Charges	5.41	-
Interest on Borrowings	8.36	
Total	13.80	-

21. Impairment on Financial Instruments (Net)

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
On loans measured at amortised cost		
Provision for impairment loss allowance*	23.11	0.17
Provision for Standard Assets write off	-	-
Total	23.11	0.17

* Provision for Impairment Loss Allowance on outstanding amount of loans and advances at the rate of 10% on Loan amount of Rs.2,06,01,509/- and 25% on Loan amount of Rs. 10,03,699/-

Notes to the Financial Statements for the year ended 31st March, 2021

22. Employee Benefits Expenses

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Salaries	13.70	10.69
Bonus	0.04	0.56
Total	13.75	11.25

*Currently there are no benefits available towards Pensions/ Gratuity/ Provident fund/ Leave balance carried forward etc... are not applicable.

23. Depreciation, Amortisation and Impairment

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Depreciation	0.35	0.72
Amortisation of Preliminary Expenses	1.61	1.61
Total	1.95	2.33

24. Other Expenses

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Rent, Taxes and Energy Costs	0.30	1.47
Repairs and Maintenance	-	0.07
Communication Costs	-	0.35
Printing and Stationery	-	0.41
Advertisement and Publicity	1.34	0.20
Director's Fees, Allowances and Expenses	3.60	0.64
Auditor's Fees and Expenses (refer Note No. 24.1)	1.00	0.42
Legal and Professional charges	26.83	6.38
ROC Fees	17.81	-
Postage and Stamps	-	0.34
Motor Car Expenses	-	0.61
Membership Fees	-	0.71
General Charges	0.11	0.40
GST ITC Not Claimed	5.12	-
Professional Tax - Employer	0.03	-
NACH Setup Charges	1.00	-
Processing Fees	2.39	-
Fixed Assets Written off	0.03	-
Other Expenses	1.11	0.02
Total	60.66	12.02

24.1 Auditor's Fees and Expenses

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Statutory Audit Fees	0.50	0.20
Tax Audit Fees	0.25	0.05
Certification Fees	0.25	0.17
Total	1.00	0.42

25. Earnings Per Equity Share

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
(a) Profit after tax attributable to Equity Shareholders (₹)	(96.57)	(12.75)
(b) Weighted average number of Equity Shares	30.001	30.001
(c) Nominal Value of Equity per share (₹)	10.00	10.00
(d) Basic Earnings per share (a)/(b) (₹)	(3.22)	(0.42)

**warrants are dilutive when they would result in the issue of ordinary shares for less than the average market price of ordinary shares during the period. The amount of the dilution is the average market price of ordinary shares during the period minus the issue price. Since the Difference between the FMV and Option price is not more than Zero. Same are assumed to Anti dilutive hence not Calculated.

Earnings per share (EPS)

Basic EPS calculated by dividing the net profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of equity shares outstanding during the year and the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

26. Contingent Liabilities and Commitments

(₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Income tax (Demand for Assessment Year 2011-12)	10.39	10.39
Total	10.39	10.39

Notes to the Financial Statements for the year ended 31st March, 2021

27. Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities according to when they are expected to be recovered or settled:

(₹ in lakhs)

Assets	As at 31st March, 2021			As at 31st March, 2020		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Cash and Cash Equivalents	299.81	-	299.81	15.96	-	15.96
Receivables	-	-	-	2.90	-	2.90
Loans	10.43	205.73	216.16	31.66	16.74	48.40
Other Financial Assets	-	6.41	6.41	-	116.04	116.04
Current Tax Assets (Net)	-	1.81	1.81	-	0.87	0.87
Property, Plant and Equipment	-	0.02	0.02	-	1.82	1.82
Investment	-	6.38	6.38	-	-	-
Other Non-Financial Assets	7.36	-	7.36	31.90	-	31.90

(₹ in lakhs)

Liabilities	As at 31st March, 2021			As at 31st March, 2020		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Payables	2.42	-	2.42	-	-	-
Borrowings (Other than Debt Securities)	-	204.21	204.21	6.00	-	6.00
Other Financial Liabilities	1.37	-	1.37	5.03	-	5.03
Other Non-Financial Liabilities	0.28	-	0.28	0.25	-	0.25

28. Capital Management & Disclosure

The Company maintains adequate capital to cover risks inherent in the business and is meeting the capital adequacy requirements of regulator, Reserve Bank of India ('RBI'). The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

Notes to the Financial Statements for the year ended 31st March, 2021

29. Financial Instruments and Fair Values

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of Financial Asset, Financial Liability and Equity Instrument are disclosed in Note to the financial statements.

(a) Accounting Classification and Fair Values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using a valuation technique.

The management has assessed that the carrying amounts of cash and cash equivalents, loans carried at amortised cost, other financial assets, trade payables, borrowings, bank/book overdrafts and other current liabilities are a reasonable approximation to their fair value.

(₹ in lakhs)

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
(i) Measured at Amortised Cost				
Cash and Cash Equivalents	299.81	299.81	15.96	15.96
Receivables	-	-	2.90	2.90
Investment	6.38	6.38	-	-
Loans	193.05	193.05	48.40	48.40
Other Financial Assets	0.03	0.03	0.03	0.03
Sub-total	499.28	499.28	67.29	67.29
(ii) Measured at Fair Value through Profit or Loss				
Other Financial Assets	6.38	6.38	116.01	116.01
Sub-total	6.38	6.38	116.01	116.01
Total Financial Assets	505.65	505.65	183.30	183.30
Financial Liabilities				
(i) Measured at Amortised Cost				
Payables	2.42	2.42	-	-
Borrowings (Other than Debt Securities)	204.21	204.21	6.00	6.00
Other Financial Liabilities	1.37	1.37	5.03	5.03
Total Financial Liabilities	208.00	208.00	11.03	11.03

Note: Carrying values of Financial Assets and Financial Liabilities measured at Amortised Cost are a reasonable approximation of their fair values.

(b) Fair Value Hierarchy

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

Quoted prices in an active market (Level 1): Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Valuation techniques with observable inputs (Level 2): Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market and are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimated. If all significant inputs required to fair value an instrument are observable, then the instrument is included in level 2.

Valuation techniques with significant unobservable inputs (Level 3): If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

(₹ in lakhs)

Particulars	As at	Level 1	Level 2	Level 3	Total
Financial Assets	31st March, 2021	6.38			6.38
Other Financial Assets	31st March, 2020	116.01	-	-	116.01
Equity instruments held as stock in trade	31st March, 2019	162.94	-	-	162.94
	1st April, 2018	156.46	-	-	156.46

Notes to the Financial Statements for the year ended 31st March, 2021

30. Risk Management

Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is mainly exposed to market risk, Operational Risk, liquidity risk and credit risk. It is also subject to various operating and business risks. The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

(a) Market Risk

The Company is exposed to equity price risk arising from its equity instruments held as stock in trade. Equity price risk is related to the change in market reference price of the investment in equity securities. The Company considers factors such as track record, market reputation, fundamental and technical

Market Risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates and other asset prices. The Company's exposure to market risk is a function of asset liability management and interest rate sensitivity assessment. The company is exposed to interest rate risk and liquidity risk, if the same is not managed properly. The company continuously monitors these risks and manages them through appropriate risk limits.

(b) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events. The operational risks of the Company are managed through comprehensive internal control systems and procedures. Failure of managing operational risk might lead to legal / regulatory implications due to non-compliance and lead to financial loss due to control failures. While it is not practical to eliminate all the operational risk, the Company has put in place adequate control framework by way of segregation of duties, well defined process, staff training, maker and checker process, authorisation and clear reporting structure. The effectiveness of control framework is assessed by internal audit on a periodic basis.

(c) Liquidity Risk

Liquidity is the Company's capacity to fund increase in assets and meet both the expected and unexpected obligations without incurring unacceptable losses. Liquidity risk is the inability to meet such obligations as they become due without adversely affecting the company's financial conditions. The Asset Liability Management Policy of the Company stipulates a broad framework for Liquidity risk management to ensure that the Company can meet its liquidity obligations.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The liquidity position of the company is assessed under a variety of scenarios giving due consideration to stress factors relating to both the market in general and risk specifics to the Company. Basis the liquidity position assessed under various stress scenarios; the Company reviews the following to effectively handle any liquidity crisis:

* Adequacy of contingency funding plan in terms of depth of various funding sources, time to activate, cost of borrowing, etc

* Availability of unencumbered eligible assets.

Maturity profile of undiscounted cash flows for financial liabilities as on balance sheet date have been provided below:

(₹ in lakhs)

Particulars	As at 31st March, 2021			
	Less than 3 months	3 to 12 months	> 12 months	Total
Financial Assets				
Cash and Cash Equivalents	299.81	-	-	299.81
Receivables	-	-	-	-
Investments	-	-	6.38	6.38
Loans	-	10.43	205.73	216.16
Other Financial Assets	-	-	6.41	6.41
Total	299.81	10.43	218.52	528.77
Financial Liabilities				
i) Payables	2.42	-	-	2.42
ii) Borrowings	-	204.21	-	204.21
iii) Other Financial Liabilities	1.37	-	-	1.37
Total	3.78	204.21	-	208.00

Particulars	As at 31st March, 2020			
	Less than 3 months	3 to 12 months	> 12 months	Total
Financial Assets				
Cash and Cash Equivalents	15.96	-	-	15.96
Receivables	2.90	-	-	2.90
Loans	-	31.66	16.74	48.40
Other Financial Assets	-	-	116.04	116.04
Total	18.86	31.66	132.78	183.30
Financial Liabilities				
i) Payables	-	-	-	-
ii) Borrowings	-	6.00	-	6.00
iii) Other Financial Liabilities	5.03	-	-	5.03
Total	5.03	6.00	-	11.03

Notes to the Financial Statements for the year ended 31st March, 2021

(d) Credit Risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

Write off policy

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument in statement of profit and loss.

Reconciliation of Expected Credit Loss (ECL) allowance on loans is given below:

(₹ in lakhs)

Particulars	As at 31st March, 2021			As at 31st March, 2020		
	Stage 1 & 2	Stage 3	Total	Stage 1 & 2	Stage 3	Total
ECL allowance - opening balance	0.29	25.50	25.79	0.12	25.50	25.62
Additions	23.11	-	23.11	0.16	-	0.16
Amounts written off	-	25.50	25.50	-	-	-
ECL allowance - closing balance	23.40	-	23.40	0.29	25.50	25.79

31. Disclosure pursuant to Indian Accounting Standard 12 - "Income Tax"

(₹ in lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Profit/(Loss) Before Tax	(96.57)	(11.97)
Statutory Income Tax Rate	26.00%	26.00%
Expected income tax expense as statutory income tax rate	(25.11)	(3.11)
(i) Impact of MAT Computation	-	3.57
(ii) Income Exmpt from tax/Items not deductible(net)	-	0.31
(iii) Diffrence due to tax impact of business losses	-	-
Total Tax Expenes recognised in statement of Profit and loss	-	0.78

32. Disclosure pursuant to Indian Accounting Standard 24 - "Related Party Disclosures"

Key Management Personnel (KMP):

- (i) Sojan Avirachan - Managing Director, w.e.f 31/01/2020
- (ii) Venketa Ramana Revuru - Whole time Director, w.e.f 31/01/2020
- (iii) Yatin Sanjay Gupte - Whole Time Director, w.e.f 31/01/2020
- (iv) Bhargav Govindprasad Pandya - Non-executive Director, w.e.f 31/01/2020*
- (v) Vandana Ravindran Nambiar - Non-executive Director, w.e.f 31/01/2020*
- (vi) Mukesh Bapulal Kaka - Non-executive Director, w.e.f 31/01/2020*
- (vii) Nikhil B. Dwivedi - Non-executive Director, w.e.f 02/09/2020*
- (viii) Sajidhusain Ismailmiya Malek- Non-executive Director, upto 30/07/2020
- (ix) Mohsin Khan Pathan - Chief Financial Officer, upto 16/02/2021
- (x) Grishma A Shewale - Company Secretary, w.e.f 01/03/2020

*also independent

The related party balances and transactions for the year ended March 31, 2021 are summarized as follows:

(₹ in lakhs)

Items/ Related Party	Promoter	Associate/ Joint ventures	Key Management Personnel/ Relative	Others	Total
Advance Received					
Yatin S Gupte	7.88	-	-	-	7.88
Advance Repaid					
Yatin S Gupte	0.80	-	-	-	0.80
Equity investments- Share Application money					
Sojan V Avicharan	41.75	-	-	-	41.75
Venkatramana Revuru	38.00	-	-	-	38.00
Yatin Gupte	47.50	-	-	-	47.50
Closing Balance of Related Parties:					
Yatin S Gupte	(13.0863)	-	-	-	(13.0863)
Mohsin Khan	-	-	(0.654)	-	(0.654)
Grishma Sehvale	-	-	(0.416)	-	(0.416)
Sojan V Avicharan- Equity Warrant	(41.75)	-	-	-	(41.75)
Venkatramana Revuru- Equity Warrant	(38.00)	-	-	-	(38.00)
Yatin Gupte- Equity Warrant	(47.50)	-	-	-	(47.50)

Items are related to company transaction, which subject to changes in the points as per company transaction.

Notes to the Financial Statements for the year ended 31st March, 2021

The related party balances and transactions for the year ended March 31, 2021 are summarized as follows:

(₹ in lakhs)

Name of the party and Nature of Relationship	Nature of Transaction	Year Ended		Year Ended	
		For the year	Balance Outstanding as on 31st March, 2021	For the year	Balance Outstanding as on 31st March, 2020
KMP					
(i) Sajidhusain Ismailmiya Malek	Sitting Fees	-	-	0.15	0.14
(ii) Bhargav Govindprasad Pandya	Sitting Fees	2.10	-	0.15	0.14
(iii) Vandana Ravindran Nambiar	Sitting Fees	-	-	0.15	0.14
(iv) Mohsin Khan Pathan	Salary	6.77	0.65	1.10	0.55
(v) Grishma A Shewale	Salary	4.35	0.42	0.35	0.35
(vi) B. L. Birmecha	Sitting Fees	-	-	0.01	-
	Salary	-	-	0.52	-
(vii) U.K. Nahata	Sitting Fees	-	-	0.05	0.04
(viii) L.P. Saraogi	Sitting Fees	-	-	0.05	0.04
(ix) Deepak Banthia	Sitting Fees	-	-	0.05	0.04
(x) Dimple Gupta	Sitting Fees	-	-	0.05	0.04
(xi) H.M. Baid	Salary	-	-	1.91	-
(xii) Shoaib Quarashi	Salary	-	-	0.60	-
(xiii) Rimi Agarwal	Salary	-	-	0.98	-
(xiv) Mukesh kaka	Sitting Fees	1.50	-	-	-

Outstanding balances payable at the year-end are unsecured and settlement occurs in cash.

33. The Company's main business is financing and dealing in shares. As such, there are no separate reportable segments, as per Ind AS 108 "Operating Segments", issued by the Institute of Chartered Accountants of India.

34. No Deferred Tax Asset has been recognised as per Ind AS 12 "Income Taxes", as it is not probable that taxable profit will be available in the future against which such deductible temporary differences can be utilised.

35. COVID-19, a global pandemic has affected the world economy including India leading to significant decline and volatility in financial markets and decline in economic activities. On 24th March, 2020, the Indian Government announced a strict 21-day lock-down, which has been extended from time to time with or without relaxations across the country based on the severity of the spread at local levels. The extent to which the COVID-19 pandemic will impact the business operations and financial results of the Company and consequently the estimates and judgements made, could vary on future developments, which are uncertain at this point of time. However, the Company, based on current indicators of future economic conditions, has assessed that it will be able to recover the carrying amounts of its assets.

36. Disclosure as required under Annexure II of Master Direction - Core Investment Companies (Reserve Bank), Direction, 2016 - "Schedule to the Balance Sheet of a non-deposit taking Core Investment Company" is enclosed separately under Annexure A. Disclosure as required by RBI circular no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March, 2020 is enclosed separately under Annexure B.

37. Figures pertaining to previous year have been rearranged/ regrouped, wherever necessary, to make them comparable with those of current year.

38. The financial statements of the Company for the year ended 31st March, 2021 were approved for issue in accordance with the resolution of the Board of Directors on 30th June, 2021."

For **VCA & Associates**
Chartered Accountants
Firm Registration No. 114414W

SD/-
CA Rutvij Vyas
Partner
Membership No. 109191
UDIN:21109191AAAAEK4216

For and on behalf of the Board of Directors of
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Limited)

SD/-
Sojan Vettukallel Avirachan
Managing Director
DIN - 07593791

SD/-
Sejal M Varia
Chief Financial Officer

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN - 07261150

SD/-
Grishma A Shewale
Company Secretary

Place: Vadodara
Date: 30.06.2021

Notes to the Financial Statements for the year ended 31st March, 2021

Annexure A

(₹ in lakhs)

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
Liabilities Side:				
1. Loans and advances availed by the NBFCs inclusive of interest accrued				
(a) Debentures:				
Secured	NIL	NIL	NIL	NIL
Unsecured (other than falling within the meaning of Public Deposits)	NIL	NIL	NIL	NIL
(b) Deferred Credits	NIL	NIL	NIL	NIL
(c) Term Loans	NIL	NIL	NIL	NIL
(d) Inter-corporate Loans and Borrowing	191.13	NIL	6.00	NIL
(e) Commercial Paper	NIL	NIL	NIL	NIL
(f) Other Loans	13.09	NIL	NIL	NIL

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Amount outstanding	Amount outstanding
Asset side:		
2. Break up of Loans and Advances including bills receivables (other than		
(a) Secured	NIL	NIL
(b) Unsecured (Refer Note 1)	193.05	48.40
3. Break up of Leased Assets and stock on hire and other assets counting		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial Lease	NIL	NIL
(b) Operating Lease	NIL	NIL
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	NIL	NIL
(b) Repossessed Assets	NIL	NIL
(iii) Other loans counting towards asset financing activities:		
(a) Loans where assets have been repossessed	NIL	NIL
(b) Loans other than (a) above	NIL	NIL
4. Break-up of Investments: (Refer Note 2)		
Current Investments:		
1. Quoted:		
(i) Shares: (a) Equity	6.38	115.73
(b) Preference	NIL	0.28
(ii) Debentures and Bonds	NIL	NIL
(iii) Units of Mutual Funds	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others (Please specify)	NIL	NIL
2. Unquoted:		
(i) Shares: (a) Equity	NIL	NIL
(b) Preference	NIL	NIL
(ii) Debentures and Bonds	NIL	NIL
(iii) Units of Mutual Funds	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others (Please specify)	NIL	NIL
Long Term Investments:		
1. Quoted:		
(i) Shares: (a) Equity	NIL	NIL
(b) Preference	NIL	NIL
(ii) Debentures & Bonds	NIL	NIL
(iii) Units of Mutual Fund	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others (Please specify)	NIL	NIL
2. Unquoted:		
(i) Shares: (a) Equity	6.38	NIL
(b) Preference	NIL	NIL
(ii) Debentures & Bonds	NIL	NIL
(iii) Units of Mutual Fund	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others (Please specify)	NIL	NIL

Notes to the Financial Statements for the year ended 31st March, 2021

Annexure A (continued)

5. Borrow group-wise classification of all leased assets, stock on hire and loans and advances: (₹ in lakhs)

Category	As at 31st March, 2021 Amount of net of Provisions			As at 31st March, 2020 Amount of net of Provisions		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties**						
(a) Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL	NIL	NIL	NIL
2. Other than related parties	--	193.05	193.05	--	48.40	48.40
Total	--	193.05	193.05	--	48.40	48.40

6. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (₹ in lakhs)

Category	As at 31st March, 2021		As at 31st March, 2020	
	Market Value / Break up or Fair Value or NAV	Book Value (Net of Provisions)	Market Value / Break up or Fair Value or NAV	Book Value (Net of Provisions)
1. Related Parties**				
(a) Subsidiaries	NIL	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL	NIL
2. Other than related parties	6.38	6.38	116.01	116.01
Total	6.38	6.38	116.01	116.01

** As per Ind AS of ICAI

7. Other Information (₹ in lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
(i) Gross Non-Performing Assets		
(a) Related parties	NIL	NIL
(b) Other than related parties	0.00	25.50
(ii) Net Non-Performing Assets		
(a) Related parties	NIL	NIL
(b) Other than related parties	NIL	NIL
(iii) Assets acquired in satisfaction of debt	NIL	NIL
Total	0.00	25.50

Notes:

- Pursuant to implementation of Ind AS, all disclosures are in compliance of the same. Loans are disclosed net of ECL.
- The same as disclosed in the Balance Sheet under Other Financial Assets in compliance with Ind AS 109.
- Previous years' figures have been disclosed as per Ind AS.

Notes to the Financial Statements for the year ended 31st March, 2021

Annexure B

Comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 is given below:

(₹ in lakhs)

Asset Classification as per RBI Norms	Asset Classification as per Ind AS 109	Gross Carrying Amount as per Ind AS 109	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provision required as per IRACP Norms	Difference between Ind AS 109 and IRACP Norms
Performing Assets						
Standard	Stage 1	216.45	23.40	193.05	23.40	-
	Stage 2	-	-	-	-	-
Subtotal (A)		216.45	23.40	193.05	23.40	-
Non- Performing Assets(NPA)						
Substandard	Stage 3	-	-	-	-	-
Subtotal for sub-standard (B)		-	-	-	-	-
Doubtful - upto 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	0.00	0.00	-	0.00	-
Subtotal for doubtful (B)		0.00	0.00	-	0.00	-
Loss (C)	Stage 3	-	-	-	-	-
Subtotal for NPA (D) = (B)+(C)		0.00	0.00	-	0.00	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	216.45	23.40	193.05	23.40	-
	Stage 2	-	-	-	-	-
	Stage 3	0.00	0.00	-	0.00	-
	Total	216.45	23.40	193.05	23.40	-

For **VCA & Associates**
Chartered Accountants
Firm Registration No. 114414W

SD/-
CA Rutvij Vyas
Partner
Membership No. 109191
UDIN:21109191AAAAEK4216

For and on behalf of the Board of Directors of
I Secure Credit & Capital Services Limited
(Formerly Known as Orchid Securities Limited)

SD/-
Sojan Vettukallel Avirachan
Managing Director
DIN - 07593791

SD/-
Sejal M Varia
Chief Financial Officer

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN - 07261150

SD/-
Grishma A Shewale
Company Secretary

Place: Vadodara
Date: 30.06.2021