

I SECURE CREDIT & CAPITAL SERVICES LIMITED

CIN: L18209WB1994PLC062173

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83

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

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

Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with the Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Saturday, 21st March, 2026 at 9:00 a.m. (IST)	Sunday, 19th April, 2026 at 5:00 p.m. (IST)

Dear Member,

I SECURE CREDIT & CAPITAL SERVICES LIMITED (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable the Rules, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and in compliance of with the guidelines /circulars / rules issued by the Ministry of Corporate Affairs (“MCA”) including General Circular 09/2024 dated 19th September, 2024 and General Circular No. 03/2025 dated September 22, 2025 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard (collectively referred to as the “MCA Circulars”), from time to time, read with Circulars issued by SEBI (together “SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In adherence to the Ministry of Corporate Affairs (MCA) circulars, the Company is conducting this voting process exclusively through Postal Ballot via remote e-voting, allowing members to transact business without holding a physical general meeting. As mandated, the Notice is being dispatched solely via email to members whose email addresses are registered with the Company, RTA, or Depository Participants as of **Friday, 13th March, 2026** (the 'Cut-off Date'), and votes must be cast exclusively through the designated electronic voting system.

Pursuant to the applicable MCA Circulars, the Company is dispensing with the physical dispatch of the Postal Ballot Notice, forms, and pre-paid business envelopes. Consequently, members must communicate their assent or dissent solely via the remote e-voting facility.

The proposed resolutions and explanatory statement setting out material facts as required in terms of Section 102 and Section 110 of the Act, read with the Rules and the MCA Circulars and the SEBI Listing Regulations, are appended below seeking the consent of the Members by way of Ordinary Resolutions through postal ballot only through remote e-voting process.

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings (“SS-2”) the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means (‘remote e-voting’) only. For this purpose, the Company has availed the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to the Members of the Company.

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Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, The Board of Directors of the Company at its meeting held on **Wednesday, 18th March, 2026** has appointed Mr. Kamal A Lalani, Practicing Company Secretary, having **Membership No. FCS 13814 and COP No. 25395** to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 P.M. (IST) on **Sunday, 19th April, 2026**. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

The Results of Postal Ballot will be announced within two (2) working days from the close of voting period and also be hosted on website of the Company (www.orchidsecuritiesltd.com) and on the website of NSDL (evoting@nsdl.co.in). The Results along with the Scrutinizers Report will also be communicated to MSEI Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **Sunday, 19th April, 2026**, in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. YATIN SANJAY GUPTA:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mr. Yatin Sanjay Gupta** up to a maximum aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of **“Related Party”**

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under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 (“FY 26-27”) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder,** even though all such transactions, whether individually and/or in the aggregate with other transactions with **Mr. Yatin Sanjay Gupte,** may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.”**

“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

ITEM NO. 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. SOJAN VETUKALLEL AVIRACHAN:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mr. Sojan Vettukallel Avirachan** up to a maximum aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of **“Related Party”** under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 (“FY 26-27”) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent**

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transaction(s) or otherwise, as mentioned hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Mr. Sojan Vettukallel Avirachan**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

ITEM NO. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Solutions India Private Limited** up to a maximum aggregate value of Rs. 25,00,00,000/- (Rupees Twenty Five Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard**

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Solutions India Private Limited, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MANGALAM INDUSTRIAL FINANCE LIMITED:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mangalam Industrial Finance Limited** up to a maximum aggregate value of Rs. 40,00,00,000/- (Rupees Forty Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Mangalam Industrial Finance Limited**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/

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Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

ITEM NO. 5: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD INNOVATIONS & MOBILITY LIMITED:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Innovations & Mobility Limited** up to a maximum aggregate value of Rs. 20,00,00,000/- (Rupees Twenty Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard Innovations & Mobility Limited**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

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“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

ITEM NO. 6: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD FOODS AND BEVERAGES LIMITED:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Foods and Beverages Limited** up to a maximum aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 (“FY 26-27”) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard Foods and Beverages Limited**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

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“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

ITEM NO. 7: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD MEDICARE PRIVATE LIMITED:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Medicare Private Limited** up to a maximum aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 (“FY 26-27”) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard Medicare Private Limited**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

I SECURE CREDIT & CAPITAL SERVICES LIMITED

CIN: L18209WB1994PLC062173

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83

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

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

Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

ITEM NO. 8: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD AVIATION PRIVATE LIMITED (FORMERLY KNOWN AS LCL AVIATION PRIVATE LIMITED):

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited)**, up to a maximum aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 (“FY 26-27”)** whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited)**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

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Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

ITEM NO. 9: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD HEALTHCARE LIMITED (FORMERLY KNOWN AS AYOKI MERCHANTILE LIMITED):

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)**, up to a maximum aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 (“FY 26-27”)** whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm’s length basis.**”

“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of

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Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

By Order of the Board
For I Secure Credit & Capital Services Limited
SD/-
CS Grishma Shewale
(Company Secretary)
Membership No.: A41834

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, Kolkata, West Bengal, India, 700083.

CIN: L18209WB1994PLC062173

Email: compliance@iccslimited.in

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

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

Place: Vadodara

Date: 18-03-2026

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, as amended from time to time setting out material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In Compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, 13th March, 2026 (the “Cut-off date”)** and who have registered their email addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited (“RTA”) as on the cut-off date **i.e Friday, 13th March, 2026**. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 5.

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3. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **Friday, 13th March, 2026**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.orchidsecuritiesltd.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e., MSEI Limited at www.msei.in . The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., evoting@nsdl.co.in
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the mail along with relevant proof to the Company's RTA, Purva Share Registry, at Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India or the scanned copies of the documents may alternatively be mailed to Purva Share Registry, Registrar of Company (RTA) on the email id of RTA i.e support@purvashare.com with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository.
6. The remote e-voting period will commence from **09:00 A.M. (IST) on Saturday, 21st March, 2026 and will end at 5.00 P.M. (IST) on Sunday, 19th April, 2026**. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e **Sunday, 19th April, 2026**.
7. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Company Secretary or Chief Financial Officer or Managing Director of the Company or any other authorized person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be uploaded along with the Scrutinizer's Report at the Company's website i.e www.orchidsecuritiesltd.com . after communication to the Stock Exchange viz. MSEI Limited (www.msei.in), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. Pursuant to the applicable provisions of the Act and Rules framed thereunder and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily

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update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/> or to the Company at compliance@iccslimited.in

9. The instructions for Members for remote e-voting are as under:

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 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.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for

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	<p>IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> </p> <p style="text-align: center;"> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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 022 - 4886 7000
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 toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

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- account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

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of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskamal2014@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager 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 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.

General Instructions

- i. In case Members of the Company who have not registered their e-mail address:

In terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E- voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get

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their e-mail addresses temporarily registered by visiting <https://www.purvashare.com/email-and-phone-updation/>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@nsdl.co.in.

- ii. The Remote E-voting period commences from **9.00 a.m. on Saturday, 21st March, 2026** and ends at 5.00 p.m. on **Sunday, 19th April, 2026** during this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. **Friday, 13th March, 2026** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on **Sunday, 19th April, 2026**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. www.orchidsecuritiesltd.com and will be communicated to the Stock Exchanges where the Company's shares are listed.
- v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Purva Shareregistry (India) Private Limited on <https://www.purvashare.com/email-and-phone-updation/> or mail to Company compliance@iccslimited.in

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The above Explanatory Statement is in conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended.

As regards the material related party transactions, the explanatory statement contains the disclosures required under Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("ISN") formulated by Industry Standard Forum in consultation with the Securities and Exchange Board of India ("SEBI"), issued on June 26, 2025 and effective from September 01, 2025.

The following Explanatory Statement setting out all material facts relating to the business mentioned at Item No. 1 to 9 of the accompanying Notice dated **Wednesday, 18th March, 2026** should be taken as forming part of this Notice.

ITEM NO: 1 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. YATIN SANJAY GUPTA:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Mr. Yatin Sanjay Gupta**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on 18th March, 2026 unanimously approved the transactions to be carried out with, inter-alia, **Mr. Yatin Sanjay Gupta**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Mr. Yatin Sanjay Gupta** are in the interest of the Company.

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Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mr. Yatin Sanjay Gupte** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on 18th March, 2026, recommended passing of the ordinary resolutions contained in Resolution Nos. 1 of the Notice to the Members.

Mr. Yatin Sanjay Gupte is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Mr. Yatin Sanjay Gupte**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**RPT Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 ("**SEBI Circular**"). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

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The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure I to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure-I of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18 th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 1 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.

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6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 1 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 1 of the Notice.

ITEM NO: 2 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. SOJAN VETUKALLEL AVIRACHAN:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

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Since the proposed transactions of the Company with **Mr. Sojan Vetukallel Avirachan**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia*, **Mr. Sojan Vetukallel Avirachan**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Mr. Sojan Vetukallel Avirachan** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026**, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mr. Sojan Vettukallel Avirachan** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026**, recommended passing of the ordinary resolutions contained in Resolution Nos. 2 of the Notice to the Members.

Mr. Sojan Vettukallel Avirachan is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Mr. Sojan Vettukallel Avirachan**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

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Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“RPT Industry Standards”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (“SEBI Circular”). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure II to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure-II of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18 th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 2 and recommended the same to the Board. The Board of Directors, at its

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		meeting held on Wednesday, 18th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 2 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 2 of the Notice.

ITEM NO: 3 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary

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resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Solutions India Private Limited**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia*, **Wardwizard Solutions India Private Limited**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Solutions India Private Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026**, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 25 crore (Rupees Twenty Five Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Solutions India Private Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026**, recommended passing of the ordinary resolutions contained in Resolution Nos. 3 of the Notice to the Members.

Wardwizard Solutions India Private Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

I SECURE CREDIT & CAPITAL SERVICES LIMITED

CIN: L18209WB1994PLC062173

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83

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

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

Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Solutions India Private Limited**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**RPT Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 ("**SEBI Circular**"). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure III to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure-III of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

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4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18 th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 3 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18 th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 3 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

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The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 3 of the Notice.

ITEM NO: 4 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MANGALAM INDUSTRIAL FINANCE LIMITED:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Mangalam Industrial Finance Limited**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia*, **Mangalam Industrial Finance Limited**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Mangalam Industrial Finance Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026**, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 40 crore (Rupees Forty Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mangalam Industrial Finance Limited** during the financial year 2026-27, subject to the prior approval of the Members.

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Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026**, recommended passing of the ordinary resolutions contained in Resolution Nos. 4 of the Notice to the Members.

Mangalam Industrial Finance Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Mangalam Industrial Finance Limited**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**RPT Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 ("**SEBI Circular**"). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

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Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure IV to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure IV of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 4 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.

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6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 4 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 4 of the Notice.

ITEM NO: 5 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD INNOVATIONS & MOBILITY LIMITED:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity,

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and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Innovations & Mobility Limited**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia*, **Wardwizard Innovations & Mobility Limited**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Innovations & Mobility Limited**, are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 20 crore (Rupees Twenty Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Innovations & Mobility Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026**, recommended passing of the ordinary resolutions contained in Resolution Nos. 5 of the Notice to the Members.

Wardwizard Innovations & Mobility Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Innovations & Mobility Limited**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts /

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agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“RPT Industry Standards”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (“SEBI Circular”). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure V to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure V of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the

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		material RPTs to be entered into, as mentioned in item no. 5 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 5 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

ITEM NO: 6 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD FOODS & BEVERAGES LIMITED:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange

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Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Foods & Beverages Limited**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia*, **Wardwizard Foods & Beverages Limited**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Foods & Beverages Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026**, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Foods & Beverages Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026**, recommended passing of the ordinary resolutions contained in Resolution Nos. 6 of the Notice to the Members.

Wardwizard Foods & Beverages Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

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CIN: L18209WB1994PLC062173

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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.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Foods & Beverages Limited**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**RPT Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 ("**SEBI Circular**"). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure VI to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure VI of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs

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	Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 6 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 6 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

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The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 6 of the Notice.

ITEM NO: 7 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD MEDICARE PRIVATE LIMITED:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Medicare Private Limited**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia* **Wardwizard Medicare Private Limited**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Medicare Private Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026**, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Medicare Private Limited** during the financial year 2026-27, subject to the prior approval of the Members.

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Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026**, recommended passing of the ordinary resolutions contained in Resolution Nos. 7 of the Notice to the Members.

Wardwizard Medicare Private Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Medicare Private Limited**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**RPT Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 ("**SEBI Circular**"). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

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Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure VII to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure VII of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18 th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 7 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18 th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.

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6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 7 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 7 of the Notice.

ITEM NO: 8 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD AVIATION PRIVATE LIMITED (FORMERLY KNOWN AS LCL AVIATION PRIVATE LIMITED):

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity,

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and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited)**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia*, **Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited)**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited)** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026**, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited)** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026** recommended passing of the ordinary resolutions contained in Resolution Nos. 8 of the Notice to the Members.

Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited) is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Aviation Private Limited (Formerly Known**

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as LCL Aviation Private Limited), whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“RPT Industry Standards”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (“SEBI Circular”). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure VIII to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure VIII of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party

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		Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 8 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 8 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 8 of the Notice.

ITEM NO: 9 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD HEALTHCARE LIMITED (FORMERLY KNOWN AS AYOKI MERCHANTILE LIMITED):

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) read with Regulation 23 of the Securities and Exchange

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Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)**, may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Wednesday, 18th March, 2026** unanimously approved the transactions to be carried out with, *inter-alia*, **Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)**, as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Bank confirming that the terms of transactions proposed to be entered into with the **Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)**, are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Wednesday, 18th March, 2026**, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Wednesday, 18th March, 2026**, recommended passing of the ordinary resolutions contained in Resolution Nos. 9 of the Notice to the Members.

I SECURE CREDIT & CAPITAL SERVICES LIMITED

CIN: L18209WB1994PLC062173

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83

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

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

Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited) is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members’ approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm’s length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm’s length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements / contracts / agreements / transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)**, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“**RPT Industry Standards**”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (“**SEBI Circular**”). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in Annexure IX to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity,	Refer the details of transactions in Annexure IX of this notice

I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.**

	basis for determination of price and other material terms and conditions of RPT	
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Wednesday, 18th March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and granted approval for the material RPTs to be entered into, as mentioned in item no. 9 and recommended the same to the Board. The Board of Directors, at its meeting held on Wednesday, 18th March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	None

None of the Directors or Key Managerial Personnel / Promoter except Mr. Sojan Vettukallel Avirachan Promoter, Chairman and Managing Director; Mr. Venkata Ramana Revuru, Promoter, Non-Executive Non Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are

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deemed to be concerned or interested in Item no. 9 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 9 of the Notice.

By Order of the Board
For I Secure Credit & Capital Services Limited
SD/-
CS Grishma Shewale
(Company Secretary)
Membership No.: A41834

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, Kolkata, West Bengal, India, 700083.

CIN: L18209WB1994PLC062173

Email: compliance@iccslimited.in

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

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

Place: Vadodara

Date: 18-03-2026

I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.****ANNEXURE I****Minimum Information for the Proposed Related Party Transaction(s)****A1) Basic details of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Yatin Sanjay Gupte
2.	Country of incorporation of the related party	NA
3.	Nature of business of the related party	Individual

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Mr. Yatin Sanjay Gupte
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter & Non-Executive Non-Independent Director of I Secure Credit & Capital Services Limited
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Mr. Yatin Samjay Gupte holds 26,16,850 fully paid up equity shares as on date of notice.

I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.****A(3) Details of previous transactions with the related party**

Sr. No.	Particulars of the information	Mr. Yatin Sanjay Gupte						
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	No transaction was done during the FY 2024-25 <table border="1"><thead><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>of FY 2024-25 (INR in Lakhs)</th></tr></thead><tbody><tr><td colspan="3">NA</td></tr></tbody></table>	Sr. No.	Nature of Transactions	of FY 2024-25 (INR in Lakhs)	NA		
Sr. No.	Nature of Transactions	of FY 2024-25 (INR in Lakhs)						
NA								
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)	No transactions during the period 01st April, 2025 to 31st December, 2025						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Mr. Yatin Sanjay Gupte												
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"><thead><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>INR in Lakhs</th></tr></thead><tbody><tr><td>1</td><td>Loans & Advances</td><td>850</td></tr><tr><td>2</td><td>Interest Income</td><td>125</td></tr><tr><td>3</td><td>Processing Fees & Documentation Charge</td><td>25</td></tr></tbody></table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loans & Advances	850	2	Interest Income	125	3	Processing Fees & Documentation Charge	25
Sr. No.	Nature of Transactions	INR in Lakhs												
1	Loans & Advances	850												
2	Interest Income	125												
3	Processing Fees & Documentation Charge	25												
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												

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3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1349.16%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	348.43%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"><thead><tr><th>Particulars</th><th>FY 2024-2025 (INR in Lakhs)</th></tr></thead><tbody><tr><td>Turnover</td><td>287</td></tr><tr><td>Profit After Tax</td><td>300.63</td></tr><tr><td>Net worth</td><td>4563.96</td></tr></tbody></table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	287	Profit After Tax	300.63	Net worth	4563.96
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	287									
Profit After Tax	300.63									
Net worth	4563.96									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Mr. Yatin Sanjay Gupte
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loans & Advances
2	Details of each type of the proposed transaction	The transaction pertains to the granting of inter-corporate deposits (i.e., short-term loans/borrowings), including the charging of interest income and processing and documentation fees
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES

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5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 1000 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Mr. Yatin Sanjay Gupte
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company

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2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:	
	Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	As may be mutually agreed upon
	c. Tenure	As may be mutually agreed upon
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured working capital loan/ Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%
5	Maturity / due date	60 Months
6	Repayment schedule & terms	60 Months
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

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Sr. No.	Particulars of the information	Mr. Yatin Sanjay Gupte
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	

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Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Mr. Sojan Vetukallel Avirachan
2	Country of incorporation of the related party	NA
3	Nature of business of the related party	Individual

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Mr. Sojan Vetukallel Avirachan
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter & Managing Director of I Secure Credit & Capital Services Limited
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Mr. Sojan Vetukallel Avirachan holds 22,76,600 fully paid up equity shares as on date of notice.

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Mr. Sojan Vetukallel Avirachan						
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	No transaction was done during the FY 2024-25 <table border="1"><thead><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (INR in Lakhs)</th></tr></thead><tbody><tr><td></td><td></td><td></td></tr></tbody></table>	S. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)			
S. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)						

I SECURE CREDIT & CAPITAL SERVICES LIMITED

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2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)	No transactions during the period 01st April, 2025 to 31st December, 2025
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Mr. Sojan Vetukallel Avirachan						
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"> <thead> <tr> <th align="center">Sr. No.</th> <th align="center">Nature of Transactions</th> <th align="center">INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Remuneration</td> <td align="center">1000</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Remuneration	1000
Sr. No.	Nature of Transactions	INR in Lakhs						
1	Remuneration	1000						
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1349.16%						
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable						
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The details are not available with the Company						

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6	Financial performance of the related party for the immediately preceding financial year:	The details are not available with the Company	
		Particulars	FY 2024-2025 (INR in Lakhs)
		Turnover	-
		Profit After Tax	-
		Net worth	-

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Mr. Sojan Vetukallel Avirachan
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Remuneration
2	Details of each type of the proposed transaction	The transaction involves remuneration to director
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 1000 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter

I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.**

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Mr. Sojan Vetukallel Avirachan
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted.
2	Basis of determination of price.	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.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

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Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Wardwizard Solutions India Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Trading of e-bikes, related spare parts, aviation & other services and trading of electronic products

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Solutions India Private Limited
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Solutions India Private Limited
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1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan Recovered</td> <td>46.25</td> </tr> <tr> <td>2</td> <td>Loan Given</td> <td>30</td> </tr> <tr> <td>3</td> <td>Interest Income</td> <td>11.33</td> </tr> <tr> <td>4</td> <td>Rent Expense</td> <td>1.82</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)	1	Loan Recovered	46.25	2	Loan Given	30	3	Interest Income	11.33	4	Rent Expense	1.82			
		Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)																
		1	Loan Recovered	46.25																
		2	Loan Given	30																
		3	Interest Income	11.33																
4	Rent Expense	1.82																		
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan Recovered</td> <td>20.96</td> </tr> <tr> <td>2</td> <td>Interest Income</td> <td>7.22</td> </tr> <tr> <td>3</td> <td>Rent Expense</td> <td>1.49</td> </tr> <tr> <td>4</td> <td>Reversal of Interest Income</td> <td>11.78</td> </tr> <tr> <td>5</td> <td>Advance Given</td> <td>100</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Recovered	20.96	2	Interest Income	7.22	3	Rent Expense	1.49	4	Reversal of Interest Income	11.78	5	Advance Given	100
		Sr. No.	Nature of Transactions	INR in Lakhs																
		1	Loan Recovered	20.96																
		2	Interest Income	7.22																
		3	Rent Expense	1.49																
4	Reversal of Interest Income	11.78																		
5	Advance Given	100																		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No																		

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Solutions India Private Limited																					
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan Given</td> <td>500</td> </tr> <tr> <td>2</td> <td>Interest Income</td> <td>100</td> </tr> <tr> <td>3</td> <td>Rent Expense</td> <td>40</td> </tr> <tr> <td>4</td> <td>Processing Fees & Documentation Charges</td> <td>10</td> </tr> <tr> <td>5</td> <td>Business Referral Commission</td> <td>1000</td> </tr> <tr> <td>6</td> <td>Professional Service</td> <td>850</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Given	500	2	Interest Income	100	3	Rent Expense	40	4	Processing Fees & Documentation Charges	10	5	Business Referral Commission	1000	6	Professional Service	850
		Sr. No.	Nature of Transactions	INR in Lakhs																			
		1	Loan Given	500																			
		2	Interest Income	100																			
		3	Rent Expense	40																			
		4	Processing Fees & Documentation Charges	10																			
		5	Business Referral Commission	1000																			
6	Professional Service	850																					
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																					

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3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	3372.91%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	24.04%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th align="center">Particulars</th> <th align="center">FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td align="right">10,399.88</td> </tr> <tr> <td>Profit After Tax</td> <td align="right">681.32</td> </tr> <tr> <td>Net worth</td> <td align="right">19,448.72</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	10,399.88	Profit After Tax	681.32	Net worth	19,448.72
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	10,399.88									
Profit After Tax	681.32									
Net worth	19,448.72									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Solutions India Private Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ol style="list-style-type: none"> Giving Loans & Advances Availment of Services
2	Details of each type of the proposed transaction	The transaction pertains to the granting of inter- corporate deposits (i.e., short-term loans/borrowings), including the charging of interest income and processing and documentation fees, as well as the availing of services such as business referral services, professional services and rental arrangements.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES

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5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 2500 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 19,95,000 (99.75%) Equity Shares 2. Venkata Ramana Revuru – NIL 3. Sojan Vettukallel Avirachan- NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Wardwizard Solutions India Private Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted.
2	Basis of determination of price.	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.

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3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Solutions India Private Limited
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	As may be mutually agreed upon
	c. Tenure	As may be mutually agreed upon
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a	Unsecured working capital loan/ Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates

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	comparable maturity profile to the loan/ICD being granted by the listed entity.	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%-14%
5	Maturity / due date	60 Months
6	Repayment schedule & terms	60 Months
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Solutions India Private Limited
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No

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b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

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Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Mangalam Industrial Finance Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	NBFC

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is Promoted by Mr. Yatin Sanjay Gupte, Mr. Venkataramana Revuru and Mr. Sojan Avirachan (Common Directors in both the companies)
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
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1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Loan Repaid</td> <td align="center">81.50</td> </tr> <tr> <td align="center">2</td> <td>Interest Expense</td> <td align="center">33.74</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)	1	Loan Repaid	81.50	2	Interest Expense	33.74
Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)									
1	Loan Repaid	81.50									
2	Interest Expense	33.74									
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Loan Repaid</td> <td align="center">38.35</td> </tr> <tr> <td align="center">2</td> <td>Interest Expense</td> <td align="center">22.79</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Repaid	38.35	2	Interest Expense	22.79
Sr. No.	Nature of Transactions	INR in Lakhs									
1	Loan Repaid	38.35									
2	Interest Expense	22.79									
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No									

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Loan Taken</td> <td align="center">1500</td> </tr> <tr> <td align="center">2</td> <td>Interest Expense</td> <td align="center">450</td> </tr> <tr> <td align="center">3</td> <td>Processing Fees & Documentation Charges</td> <td align="center">50</td> </tr> <tr> <td align="center">4</td> <td>Business Referral Commission</td> <td align="center">1000</td> </tr> <tr> <td align="center">5</td> <td>Professional Service</td> <td align="center">1000</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Taken	1500	2	Interest Expense	450	3	Processing Fees & Documentation Charges	50	4	Business Referral Commission	1000	5	Professional Service	1000
Sr. No.	Nature of Transactions	INR in Lakhs																		
1	Loan Taken	1500																		
2	Interest Expense	450																		
3	Processing Fees & Documentation Charges	50																		
4	Business Referral Commission	1000																		
5	Professional Service	1000																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		

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3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	5396.65%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1123.72%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>355.96</td> </tr> <tr> <td>Profit After Tax</td> <td>(123.19)</td> </tr> <tr> <td>Net worth</td> <td>2941.93</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	355.96	Profit After Tax	(123.19)	Net worth	2941.93
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	355.96									
Profit After Tax	(123.19)									
Net worth	2941.93									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Borrowings 2. Providing Services
2	Details of each type of the proposed transaction	The transaction pertains to the availment of borrowings, including the interest expense and processing and documentation fees and providing services such as business referral services and professional services.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES

I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.**

5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 4000 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 8,52,72,898 (5.98%) Equity Shares 2. Mr. Venkata Ramana Revuru - 13,46,30,090 (9.45%) Equity Shares 3. Sojan Vettukallel Avirachan – 25,00,27,310 (17.54%) Equity Shares
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

I SECURE CREDIT & CAPITAL SERVICES LIMITED

CIN: L18209WB1994PLC062173

Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83

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

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

Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	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.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Material covenants of the proposed transaction	
2	Interest rate (in terms of numerical value or base rate and applicable spread)	12%-14%
3	Cost of borrowing Note: This shall include all costs associated with the borrowing.	As may be mutually agreed upon
4	Maturity / due date	60 Months
5	Repayment schedule & terms	60 Months
6	Whether secured or unsecured?	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.****ANNEXURE V****Minimum Information for the Proposed Related Party Transaction(s)****A(1) Basic details of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Wardwizard Innovations & Mobility Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing of e-bikes

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
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Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	No transaction was done during the FY 2024-25 <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)			
Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)						
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)	No transactions during the period 01st April, 2025 to 31st December, 2025						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA						

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Business Referral Commission</td> <td>1000</td> </tr> <tr> <td>2</td> <td>Professional Service</td> <td>400</td> </tr> <tr> <td>3</td> <td>Loans</td> <td>500</td> </tr> <tr> <td>4</td> <td>Interest Income</td> <td>90</td> </tr> <tr> <td>5</td> <td>Processing Fees & Documentation Charges</td> <td>10</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Business Referral Commission	1000	2	Professional Service	400	3	Loans	500	4	Interest Income	90	5	Processing Fees & Documentation Charges	10
Sr. No.	Nature of Transactions	INR in Lakhs																		
1	Business Referral Commission	1000																		
2	Professional Service	400																		
3	Loans	500																		
4	Interest Income	90																		
5	Processing Fees & Documentation Charges	10																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		

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3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2698.33%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	6.60%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>30,285.89</td> </tr> <tr> <td>Profit After Tax</td> <td>705.42</td> </tr> <tr> <td>Net worth</td> <td>10,645.63</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	30,285.89	Profit After Tax	705.42	Net worth	10,645.63
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	30,285.89									
Profit After Tax	705.42									
Net worth	10,645.63									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ol style="list-style-type: none"> Giving Loans & Advances Availment of Services
2	Details of each type of the proposed transaction	The transaction pertains to the granting of inter-corporate deposits (i.e., short-term loans/borrowings), including the charging of interest income and processing and documentation fees, as well as the availing of services such as business referral services and professional services.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES

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5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 2000 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
7	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 2,92,11,314 (9.71%) Equity Shares 2. Venkata Ramana Revuru – NIL 3. Sojan Vettukallel Avirachan – NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted.
2	Basis of determination of price.	All the Proposed transaction(s) would be carried out as part of business requirement of

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		the Company and are ensured to be on arm's length basis.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	As may be mutually agreed upon
	c. Tenure	As may be mutually agreed upon
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured working capital loan/ Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates

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4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%-14%
5	Maturity / due date	60 months
6	Repayment schedule & terms	60 months
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Nil
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No

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d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
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I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.****ANNEXURE VI****Minimum Information for the Proposed Related Party Transaction(s)****Part A: Minimum information of the proposed RPT****A(1) Basic details of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Wardwizard Foods and Beverages Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Foods & Beverages

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Foods and Beverages Limited
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Foods and Beverages Limited
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Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.

1	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</p>	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan Recovered</td> <td>2.60</td> </tr> <tr> <td>2</td> <td>Interest Income</td> <td>3.23</td> </tr> <tr> <td>3</td> <td>Rent Expense</td> <td>2.04</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)	1	Loan Recovered	2.60	2	Interest Income	3.23	3	Rent Expense	2.04			
		Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)													
		1	Loan Recovered	2.60													
		2	Interest Income	3.23													
3	Rent Expense	2.04															
2	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)</p>	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan Recovered</td> <td>13.88</td> </tr> <tr> <td>2</td> <td>Interest Income</td> <td>5.81</td> </tr> <tr> <td>3</td> <td>Rent Expense</td> <td>1.73</td> </tr> <tr> <td>4</td> <td>Reversal of Interest Income</td> <td>2.48</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Recovered	13.88	2	Interest Income	5.81	3	Rent Expense	1.73	4	Reversal of Interest Income	2.48
		Sr. No.	Nature of Transactions	INR in Lakhs													
		1	Loan Recovered	13.88													
		2	Interest Income	5.81													
		3	Rent Expense	1.73													
4	Reversal of Interest Income	2.48															
3	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</p>	No															

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Foods and Beverages Limited															
1	<p>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</p>	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan Given</td> <td>800</td> </tr> <tr> <td>2</td> <td>Interest Income</td> <td>150</td> </tr> <tr> <td>3</td> <td>Rent Expense</td> <td>10</td> </tr> <tr> <td>4</td> <td>Processing Fees & Documentation Charges</td> <td>40</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Given	800	2	Interest Income	150	3	Rent Expense	10	4	Processing Fees & Documentation Charges	40
		Sr. No.	Nature of Transactions	INR in Lakhs													
		1	Loan Given	800													
		2	Interest Income	150													
		3	Rent Expense	10													
4	Processing Fees & Documentation Charges	40															

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2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1349.16%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	10.78%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th align="center">Particulars</th> <th align="center">FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td align="center">Turnover</td> <td align="center">9,277.90</td> </tr> <tr> <td align="center">Profit After Tax</td> <td align="center">(1,368.64)</td> </tr> <tr> <td align="center">Net worth</td> <td align="center">2,484.60</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	9,277.90	Profit After Tax	(1,368.64)	Net worth	2,484.60
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	9,277.90									
Profit After Tax	(1,368.64)									
Net worth	2,484.60									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Foods and Beverages Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ol style="list-style-type: none"> Giving Loans & Advances Availment of Services
2	Details of each type of the proposed transaction	The transaction pertains to the granting of inter-corporate deposits (i.e., short-term loans/borrowings), including the charging of interest income and processing and documentation fees, as well as the availing of services such as rental arrangements.

I SECURE CREDIT & CAPITAL SERVICES LIMITED**CIN: L18209WB1994PLC062173****Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata – 83****Administrative Office: First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat.****Corporate Office: 1st Floor, City Castle Building East Fort, Thrissur 5, Pin: 680005, State: Kerala.****Web Site: www.orchidsecuritiesltd.com Email ID: compliance@iccslimited.in , Mobile No: 7574895589.**

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 1000 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 6,29,52,106 (24.48%) Equity Shares 2. Venkata Ramana Revuru – 15,00,000 (0.58%) Equity Shares 3. Sojan Vettukallel Avirachan- 15,00,000 (0.58%) Equity Shares
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

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Sr. No.	Particulars of the information	Wardwizard Foods and Beverages Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted.
2	Basis of determination of price.	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.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Foods and Beverages Limited
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	As may be mutually agreed upon
	c. Tenure	As may be mutually agreed upon
	d. Other details	NA

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3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured working capital loan/ Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%-14%
5	Maturity / due date	60 Months
6	Repayment schedule & terms	60 Months
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Foods and Beverages Limited
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	

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In addition, state the following:	
a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

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Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Wardwizard Medicare Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Healthcare Services

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
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1	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</p>	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Loan Recovered</td> <td align="right">32.46</td> </tr> <tr> <td align="center">2</td> <td>Interest Income</td> <td align="right">13.61</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)	1	Loan Recovered	32.46	2	Interest Income	13.61			
Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)												
1	Loan Recovered	32.46												
2	Interest Income	13.61												
2	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)</p>	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Loan Recovered</td> <td align="right">48.66</td> </tr> <tr> <td align="center">2</td> <td>Interest Income</td> <td align="right">22.87</td> </tr> <tr> <td align="center">3</td> <td>Reversal of Interest Income</td> <td align="right">10.35</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Recovered	48.66	2	Interest Income	22.87	3	Reversal of Interest Income	10.35
Sr. No.	Nature of Transactions	INR in Lakhs												
1	Loan Recovered	48.66												
2	Interest Income	22.87												
3	Reversal of Interest Income	10.35												
3	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</p>	No												

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited												
1	<p>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</p>	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Loan Given</td> <td align="right">850</td> </tr> <tr> <td align="center">2</td> <td>Interest Income</td> <td align="right">140</td> </tr> <tr> <td align="center">3</td> <td>Processing Fees & Documentation Charges</td> <td align="right">10</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Given	850	2	Interest Income	140	3	Processing Fees & Documentation Charges	10
Sr. No.	Nature of Transactions	INR in Lakhs												
1	Loan Given	850												
2	Interest Income	140												
3	Processing Fees & Documentation Charges	10												
2	<p>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year</p>	Yes												

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	would render the proposed transaction a material RPT?									
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1349.16%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	67.35%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1,484.85</td> </tr> <tr> <td>Profit After Tax</td> <td>(3,235.22)</td> </tr> <tr> <td>Net worth</td> <td>(4,734.34)</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	1,484.85	Profit After Tax	(3,235.22)	Net worth	(4,734.34)
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	1,484.85									
Profit After Tax	(3,235.22)									
Net worth	(4,734.34)									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loans & Advances
2	Details of each type of the proposed transaction	The transaction pertains to the granting of inter-corporate deposits (i.e., short-term loans/borrowings), including the charging of interest income and processing and documentation fees.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES

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5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 1000 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 4000(40%) Equity Shares 2. Venkata Ramana Revuru – NIL 3. Sojan Vettukallel Avirachan – Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
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1	<p>Source of funds in connection with the proposed transaction.</p> <p>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</p>	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company
2	<p>Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:</p> <p>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies</p>	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	As may be mutually agreed upon
	c. Tenure	As may be mutually agreed upon
	d. Other details	NA
3	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p>Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</p>	Unsecured working capital loan/ Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%-14%
5	Maturity / due date	60 Months
6	Repayment schedule & terms	60 Months
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

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C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	NA
2	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	Nil
	<p>In addition, state the following:</p>	
	<p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p>	No
	<p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p>	No
	<p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p>	No
	<p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	No

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Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited),
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Aviation Business

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited),
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited),
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1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	No transaction was done during the FY 2024-25 <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)			
Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)						
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)	No transactions during the period 01st April, 2025 to 31st December, 2025						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA						

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited),												
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>Loan Given</td> <td align="center">850</td> </tr> <tr> <td align="center">2</td> <td>Interest Income</td> <td align="center">130</td> </tr> <tr> <td align="center">3</td> <td>Processing Fees & Documentation Charges</td> <td align="center">20</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Given	850	2	Interest Income	130	3	Processing Fees & Documentation Charges	20
Sr. No.	Nature of Transactions	INR in Lakhs												
1	Loan Given	850												
2	Interest Income	130												
3	Processing Fees & Documentation Charges	20												
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1349.16%												

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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1041.02%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th align="left">Particulars</th> <th align="center">FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td align="center">96.06</td> </tr> <tr> <td>Profit After Tax</td> <td align="center">(383.27)</td> </tr> <tr> <td>Net worth</td> <td align="center">(76.41)</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	96.06	Profit After Tax	(383.27)	Net worth	(76.41)
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	96.06									
Profit After Tax	(383.27)									
Net worth	(76.41)									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited),
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loans & Advances
2	Details of each type of the proposed transaction	The transaction pertains to the granting of inter-corporate deposits (i.e., short-term loans/borrowings), including the charging of interest income and processing and documentation fees.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 1000 Lakhs

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CIN: L18209WB1994PLC062173

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

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6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 100 (0.001%) Equity Shares 2. Venkata Ramana Revuru – Nil 3. Sojan Vettukallel Avirachan – Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited),
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company

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2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	As may be mutually agreed upon
	c. Tenure	As may be mutually agreed upon
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured working capital loan/ Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%
5	Maturity / due date	60 Months
6	Repayment schedule & terms	60 Months
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Aviation Private Limited (Formerly Known as LCL Aviation Private Limited),
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1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Nil
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	

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Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Healthcare Services

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)
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1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	No transaction was done during the FY 2024-25 <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)			
Sr. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)						
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2025 to 31st December, 2025)	No transactions during the period 01st April, 2025 to 31st December, 2025						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)												
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>INR in Lakhs</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td align="center">Loan Given</td> <td align="center">850</td> </tr> <tr> <td align="center">2</td> <td align="center">Interest Income</td> <td align="center">140</td> </tr> <tr> <td align="center">3</td> <td align="center">Processing Fees & Documentation Charges</td> <td align="center">10</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	INR in Lakhs	1	Loan Given	850	2	Interest Income	140	3	Processing Fees & Documentation Charges	10
Sr. No.	Nature of Transactions	INR in Lakhs												
1	Loan Given	850												
2	Interest Income	140												
3	Processing Fees & Documentation Charges	10												
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												

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3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1349.16%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	2398.08%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th align="left">Particulars</th> <th align="right">FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td align="right">41.70</td> </tr> <tr> <td>Profit After Tax</td> <td align="right">(271.33)</td> </tr> <tr> <td>Net worth</td> <td align="right">(311.29)</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	41.70	Profit After Tax	(271.33)	Net worth	(311.29)
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	41.70									
Profit After Tax	(271.33)									
Net worth	(311.29)									

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loans & Advances
2	Details of each type of the proposed transaction	The transaction pertains to the granting of inter-corporate deposits (i.e., short-term loans/borrowings), including the charging of interest income and processing and documentation fees.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES

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5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs 1000 Lakhs
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Venkata Ramana Revuru – Director and Promoter 3. Sojan Vettukallel Avirachan – Director and Promoter
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 90,750 (37.04%) Equity Shares 2. Venkata Ramana Revuru – Nil 3. Sojan Vettukallel Avirachan – Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Part B: Additional Information**B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)
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1	<p>Source of funds in connection with the proposed transaction.</p> <p>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</p>	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company
2	<p>Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:</p> <p>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies</p>	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	As may be mutually agreed upon
	c. Tenure	As may be mutually agreed upon
	d. Other details	NA
3	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p>Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</p>	Unsecured working capital loan/ Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%-14%
5	Maturity / due date	60 Months
6	Repayment schedule & terms	60 Months
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

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1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Nil
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No