

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF SECMARK CONSULTANCY LIMITED WILL BE HELD ON WEDNESDAY, THE 29TH DAY OF SEPTEMBER 2021, AT 2.00 P.M. (IST), THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES.

ORDINARY BUSINESS:

1. ADOPTION OF STANDALONE FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS

- a. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Director's and Auditor's thereon.
- b. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.”

2. DIRECTOR LIABLE TO RETIREMENT BY ROTATION

To appoint a Director in place of Mr. Shardul Shah (DIN: 03510251) who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible offers himself for re-appointment as a Non-Executive Director of the Company.

3. SPECIAL BUSINESS:

TO CONSIDER AND APPROVE ALTERATION AND RATIFICATION OF SECMARK EMPLOYEE STOCK OPTION SCHEME, 2019 (ESOP SCHEME 2019) ALONG WITH VARIATION IN THE TERMS OF THE SCHEME

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

“RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) and all other applicable rules, circulars, notifications, guidelines issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (“the SEBI SBEB Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (collectively referred herein as the “Applicable Laws”), subject to such approvals, consents and permissions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”), the consent of the shareholders of the Company be and is hereby accorded for ratification and amendment of SecMark Employee Stock Option Scheme, 2019 (ESOP Scheme 2019) adopted by the Members at

the Extraordinary General Meeting of the Company held on January 28, 2020 and hereby number of options to be granted shall increase from 1,00,000 to 5,00,000 as described in the Explanatory Statement.

RESOLVED FURTHER THAT it is hereby noted that the amendment to the ESOP Scheme 2019 and the changes are not prejudicial to the interests of the current option holders under ESOP Scheme 2019 of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme 2019, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to the resolutions above, in accordance with and subject to the terms of the Act and its Rules, SEBI SBEB Regulations and other regulations that may be issued by any regulatory/ statutory authority, as applicable.

RESOLVED FURTHER THAT any one of Mr. Jignesh Mehta, Managing Director and Mr. Sunil Bang, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to submit the copy of the amended ESOP Scheme 2019 to any regulatory authority and to file necessary forms with the Registrar of Companies, Mumbai and to do all act, deeds and things as may be required for the aforesaid purpose of behalf of the Company.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorised to sign and forward a copy of this resolution to such authority(s)/ entity(s)/ person(s) as may be deemed necessary for giving effect to this resolution.”

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

Sunil Kumar Bang
Company Secretary & Compliance Officer
(Membership no: 17808)

Date: 25/08/2021

Place: Mumbai

Registered Office:

PLOT NO. 36/227, SECTOR VI,
CHARKOP, KANDIVALI (WEST).
MUMBAI - 400067

Notes:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 05, 2020 read together with General Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars in continuation permitted the holding of this Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and the MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.

Bigshare Services Private Limited, Registrar and Transfer Agents of the Company, shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note no. 16 below.

2. In compliance with applicable provisions of the Act read with the MCA and SEBI Circulars and the SEBI (LODR) Regulations, 2015, the AGM of the Company is being conducted through VC/ OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business under Item No. 3 above is annexed hereto. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to cs@secmark.in

4. D Kothary and Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the Eight AGM held on September 30, 2019. Pursuant to the Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.
5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL

NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

6. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to csivpa@gmail.com with a copy to jibu@bigshareonline.com and to the Company at cs@secmark.in.
7. In view of the outbreak of the COVID- 19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited having its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059.
9. **Electronic Dispatch of Notice and Annual Report:** In line with the MCA General Circular dated May 05, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Bigshare Services Private Limited/Depositories. A copy of the Notice of this AGM along with the Annual Report is available on the website of the Company at www.secmark.in, websites of the Stock Exchange(s) where the Equity Shares of the Company are listed, viz. BSE Limited at www.bseindia.com and respectively, and on the website of Bigshare Services Private Limited at <https://www.bigshareonline.com>. For any communication, the Members may also send a request to the Company's investor email at cs@secmark.in.

The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2020-21 and the Notice of AGM to any Member.

10. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 21, 2021 through email on cs@secmark.in. The same will be replied by the Company suitably.
11. Procedure for Inspection of Documents: The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., September 29, 2021. Members seeking to inspect such documents can send an email to Company's investor email at cs@secmark.in.
12. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form).
13. Voting during the AGM:
 - i. The procedure for remote e-voting during the AGM is same as the instructions mentioned for remote e-voting since the Meeting is being held through VC/OAVM.
 - ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
 - iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
 - iv. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM and have not cast their

vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM. v. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM, but shall not be entitled to cast their vote again.

14. Scrutinizer for e-voting and Declaration of Results: M/s. IVPA & Co., LLP, Company Secretaries have been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner. After the conclusion of the e-voting at the Meeting, the Scrutinizer will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, draft a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than 2 working days from conclusion of the Meeting. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.secmark.in and on the website of Bigshare services Private Limited at www.bigshareonline.com immediately after the Results are declared and will simultaneously be submitted to BSE Limited where Company shares are listed. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 29, 2021, subject to receipt of the requisite number of votes in favour of the Resolutions.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. E-Voting process:

- a. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. (MCA Circulars). The forthcoming AGM will thus be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all the members.
- d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM uploaded on the website of the Company at www.secmark.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- g. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
- h. In continuation of this Ministry's General Circular No. 20/2020, dated May 5, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before December 31, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER

- i. The voting period begins on September 25, 2021 and ends on September 28, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (September 22, 2021) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
- v. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

- vi. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@secmark.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before September 21, 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@secmark.in. The shareholders who do not wish to speak during the AGM, but have queries may send their queries on or before September 21, 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@secmark.in. These queries will be replied to by the Company suitably by email.
8. Only the shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. Other shareholders will not be allowed to express their views/ask questions. The Company therefore encourages the shareholders to feel free to register themselves as speakers.
9. Only those shareholders, who are present in the AGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. The facility of e-voting during the meeting is available only to the shareholders attending the meeting and therefore the votes cast by shareholders through the e-voting during the AGM without participating in the AGM through VC/OAVM shall be considered invalid.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like 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 cs@secmark.in/ investor@bigshareonline.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurx, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

Sunil Kumar Bang
Company Secretary & Compliance Officer
(Membership no: 17808)

Date: 25/08/2021

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3

The Company has formulated SecMark Employee Stock Option Scheme, 2019 (ESOP Scheme 2019) which was approved by the shareholders of the Company on January 28, 2020 and was framed pursuant to approval received from the Nomination and Remuneration Committee ("NRC") and Board of Directors ("Board"), at its meeting held on December 20, 2019.

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, as amended ("the SEBI SBEB Regulations"), no Company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering (IPO) and prior to the listing of its equity shares ('Pre-IPO Scheme') unless: (i) such Pre-IPO Scheme is in conformity with the SEBI SBEB Regulations; and (ii) Such Pre-IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI ESOP Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares or Stock Appreciation Rights (SAR) under such Pre-IPO Scheme.

Based on the recommendations and approval of the NRC, approval of the Board, subject to approval of the members, it proposed that the ESOP Scheme 2019 be ratified and amended. The Resolutions contained at Item no. 3 seek to obtain the members' approval to authorize the Board to ratify and amend the ESOP Scheme 2019 and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the ESOP Scheme 2019.

It is confirmed that the ESOP Scheme 2019 is in conformity with SEBI SBEB Regulations and that the Company has not made any fresh grant of options under the ESOP Scheme 2019 post IPO.

Draft of the ESOP Scheme 2019 with the proposed amendment shall be electronically available for inspection upon mail request as mentioned in the Notes.

The brief particulars with respect to Pre-IPO ESOP Scheme 2019 in terms of the SEBI SBEB Regulations and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is mentioned herein below:

- a. Brief description of the scheme(s): SecMark Employee Stock Option Scheme, 2019 (ESOP Scheme 2019).
- b. The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted; 5,00,000 Options exercisable into an aggregate of 5,00,000 Equity Shares in the Company of face value of ₹10/- each fully paid-up, would be available for grant to the eligible employees of the Company under the ESOP Scheme 2019, in one or more tranches.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of the Employees or otherwise, would be available for being re-granted at a future date. The Nomination and Remuneration Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of the ESOP Scheme 2019.

SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger, stock split/ consolidation etc., a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued.

- c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme (s): The classes of Employees (existing and future) of the Company, whether working in or outside India, including the Directors as may be decided by the Nomination and Remuneration Committee from time to time, are entitled to participate in the ESOP Scheme 2019

Options available - The Maximum number of options available to each eligible Employee would be decided by the Nomination and Remuneration Committee at the time of Grant of Options and shall be set out in the letter of grant.

The following shall not be eligible to participate in ESOP 2019:

- a. An Employee who is a Promoter or belongs to the Promoter Group;
- b. A Director, who either by himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; and
- c. An Independent Director of the Company
- d. Requirements of vesting and period of vesting: The requirements of vesting and period of vesting will be decided by Nomination and Remuneration Committee.
- e. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested: Three year from the date of grant of option
- f. Exercise price, SAR price, purchase price or pricing formula: The exercise price shall be decided by Nomination and Remuneration Committee
- g. Exercise period/offer period and process of exercise/acceptance of offer:

The exercise period and the process of exercise shall be decided by Nomination and Remuneration Committee.

- i. In the event of death of a Participant while in the employment of the Company, all the Options granted to him till such date and lying unvested shall vest in the Beneficiary of the deceased Participant on that day. All the Vested Options shall be permitted to be exercised by the Beneficiary within 1 (one) year from the date of death. Subject to the provisions of this Clause, this Scheme shall apply mutatis mutandis to Exercise of Options by the Beneficiary and transfer of Shares to the Beneficiary. Any Vested Option not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.
- ii. In the event of the termination of a Participant's employment with the Company, as a result of Permanent Incapacity, all the Options granted to him till such date of Permanent Incapacity and lying unvested, shall vest in him on that day. All the Vested Options shall be permitted to be exercised by the Participant within 1 (one) year from the Termination Date. Any Vested Option not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.
- iii. In case the service of the Participant with the Company is terminated for reasons other than those specified in a) and b) above or in case of termination of service due to resignation by the Participant, all the Unvested Options as on the Termination Date shall stand cancelled and forfeited, unless otherwise determined by the Nomination and Remuneration Committee. Any Vested Option not exercised within the three month from the last date of employment shall lapse and stand forfeited at the end of the aforesaid period.

In case of (c) above, the Nomination and Remuneration Committee shall have power to accelerate vesting of Unvested Options and/or extend the exercise period.

- iv. If a Participant is suspended from the services of the Company or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to any Cause, all Options granted to such Participant, including the Vested Options which were not exercised, may be suspended or kept in abeyance or cancelled at the sole discretion of the Nomination and Remuneration Committee. In case of Options that have been suspended or kept in abeyance, the same may be Vested in the concerned Participant on such additional terms and conditions, as may be imposed by the Nomination and Remuneration Committee in its absolute discretion.

- h. The appraisal process for determining the eligibility of employees for the scheme(s): The appraisal process for determining the eligibility of the Employees will be decided by the Nomination and Remuneration Committee from time to time.

The Employees would be granted Options under the ESOP 2019 based on various parameters such as work performance, period of service and such other parameters as may be decided by the Nomination and Remuneration Committee from time to time.

- i. Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any: The number of Options that may be granted to any specific Employee under the ESOP 2019 shall not exceed the number of Shares equivalent to 1% of paid up capital of the Issued Share Capital of the Company per grant and in aggregate 5,00,000 if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.
- j. Maximum quantum of benefits to be provided per employee under a scheme(s): The maximum quantum of benefit for the employees under the ESOP Scheme 2019 is the difference between the exercise price of the options and the market price of the Equity Shares of the Company.
- k. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust : The ESOP Scheme 2019 will be implemented and administered directly by the Company.
- l. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both: The ESOP Scheme 2019 involves new issue of shares by the Company.
- m. The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.: Not Applicable.
- n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s): Not Applicable.
- o. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI SBEB Regulations. The Company will conform to the accounting policies prescribed under Regulation 15 of the SEBI Regulations or as may be prescribed by regulatory authorities from time to time.
- p. The method which the Company shall use to value its options or SARs: Intrinsic Value method.
- q. Period of lock-in: Nil
- r. Terms & conditions for buyback, if any, of specified securities covered under these regulations: Not Applicable
- s. Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report: Not Applicable.

Details of the variations of the ESOP Scheme 2019 are provided below:

1. Variations in the ESOP Scheme 2019:

Clause No.	Existing Provision	New Provision
6.1	Subject to Clause 17, the maximum number of Shares that may be issued pursuant to exercise of all Options granted to the Participants under this Scheme shall not exceed 1,00,000 Options. The Company reserves the right to increase or reduce such number of Shares as it deems fit, in accordance with Applicable Laws.	Subject to Clause 17, the maximum number of Shares that may be issued pursuant to exercise of all Options granted to the Participants under this Scheme shall not exceed 5,00,000 Options. The Company reserves the right to increase or reduce such number of Shares as it deems fit, in accordance with Applicable Laws.

2. Rationale for the variation of the ESOP Scheme 2019

The current scheme has pool of One Lakh (100,000) Stock Options. Looking at the expansion programmes of the Company, the Company has appointed and propose to appoint employees in different streams. To motivate and retain existing and new employees it is proposed to increase the stock option pool in ESOP Scheme 2019 to Five Lakh (500,000) stock options. The proposed amendment is not detrimental to the interests of the option holders.

3. Details of the employees who are beneficiaries of such variation

All option holders and eligible employees to whom the options would be granted would benefit from the variation.

The Board recommends passing of the resolutions as set out under Item No. 3 of the Notice for approval of the members as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that have been granted or may be granted to them.

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

Sunil Kumar Bang
Company Secretary & Compliance Officer
(Membership no: 17808)

Date: 25/08/2021

Place: Mumbai