DIRECTORS REPORT

Dear Members,

Your Directors have pleasure in presenting our Ninth Annual Report of Company together with Company's Audited Accounts for the financial year ended March 31, 2020.

1. FINANCIAL HIGHLIGHTS

The summary of financial performance of the Company for the year under review is as given below:

(A) Results of our operations and state of affairs

Particulars	Standalone			Consolidated		
	For the Year ended 31st March			For the Year ended 31st March		
	2020	2019	2018	2020	2019	2018
Revenue from Operation	5,62,56,131	3,82,58,284	3,23,63,978	5,62,56,131	3,82,58,284	3,23,63,978
Operating Expenses	3,86,43,966	2,39,44,438	1,92,97,880	3,86,44,615	2,39,45,074	1,92,97,880
Operating Profit Before Interest, Depreciation and Tax	**1,76,12,165**	**1,43,13,846**	**1,30,66,098**	**1,76,11,516**	**1,43,13,210**	**1,30,66,098**
Finance cost	8,31,303	1,21,852	3,65,550	8,31,303	1,21,852	3,65,550
Depreciation	20,93,941	10,42,575	7,08,789	20,93,941	10,42,575	7,08,789
Non Operating Expenses	15,06,000	-	-	15,06,000	-	-
Other Income	12,16,780	7,40,651	5,69,408	12,17,780	7,40,651	5,69,408
Profit Before Tax	**1,43,97,700**	**1,38,90,070**	**1,25,61,167**	**1,43,98,051**	**1,38,89,434**	**1,25,61,167**
Tax Expenses	37,82,423	36,28,155	34,50,764	37,82,503	36,28,155	34,50,764
Profit After Tax	**1,06,15,277**	**1,02,61,915**	**91,10,403**	**1,06,15,548**	**1,02,61,279**	**91,10,403**
Share in (loss)/profit of associates	-	-	-	-	-	445
Profit After Tax (Share in associates)	**1,06,15,277**	**1,02,61,915**	**91,10,403**	**1,06,15,548**	**1,02,61,279**	**91,10,848**
Operating PBT Ratio	**31.31%**	**37.41%**	**40.37%**	**31.31%**	**37.41%**	**40.37%**
PBT Ratio	**25.59%**	**36.31%**	**38.81%**	**25.59%**	**36.30%**	**38.81%**
PAT Ratio	**18.87%**	**26.82%**	**28.15%**	**18.87%**	**26.82%**	**28.15%**

2. FINANCIAL PERFORMANCE

The operating revenue including other income of the Company for the year under review was Rs. 5,74,72,911/- as against Rs. 3,89,98,935/- in the previous year which in the opinion of the Directors is satisfactory. Your Directors are hopeful to further improve the growth rate in turnover and profitability in current year. Net profit after tax stood at Rs. 1,06,15,277/- as against Rs. 1,02,61,915/- in the previous year.

3. GENERAL INFORMATION ABOUT THE COMPANY

The Company has business in areas of compliance, operations, risk management, outsourcing, software development, and legal matters to financial market participants and others. Our clients primarily include stock brokers, depository participants, stock exchanges, wealth managers, research analysts, insurance companies, insurance brokers, corporate agents, portfolio managers, investment advisors, NBFCs, banks etc.

4. INDUSTRY AND FUTURE OUTLOOK

Your Company is primarily engaged in the consultancy services for financial market participants. Your Company has developed applications and capabilities around automation of workflow process to manage compliance, audit, work force management, regulatory reporting processes, e-learning / online examination etc. Also, your Company has embarked on a transformation strategy with future growth that will primarily be driven by technology related services. To execute on this strategy, Company already hired a few critical resources and will continue hire more senior leaders from the Industry who will create the breadth and depth of experience to manage and drive this technology focused transformation of your Company. The track record of delivering solutions to complex business problems backed by demonstrable industry and technology expertise has helped the Company to forge strong relationships with their clients. Your Company has been focusing on acquiring new customers through direct and indirect channels. Going forward Company intends to continue to leverage contacts with existing clients and strengthen our Marketing & Sales team, whowould be solely focused on enhancing business goals and revenues.

5. DIVIDEND

With a view to conserve reserves, your Directors do not recommend any dividend for the financial year ended March 31, 2020.

6. EVENTS DURING THE YEAR UNDER REVIEW

6.1 PROPOSED IPO OF COMPANY

The Company is in process to raise capital for the purpose of business expansion through Initial Public Offering (IPO) and meet its long term goals. The Company is targeting to file Draft Red Herring Prospectus (DRHP) with BSE Ltd. in second quarter of financial year 2020-21 as it aims to get listed on SME platform of BSE Ltd.

The object of IPO is to utilize net proceeds of proposed issue in following:

To finance development and/or procurement of technology, applications, software, infrastructure etc. including strategic acquisitions of Firms/Companies in the technology space to complement and enhance your Company's value proposition, to expand and retain our leadership team that will lead the Company into the next phase of growth, to acquire certain fixed assets, Repayment of bank facilities and general corporate purposes.

In order to make the Company IPO compatible, the Company changed its capital structure and Board composition including appointment of Independent Directors. Your Company was converted from Private Limited to Public Limited. IPO Committee was formed to give effect to the proposed offer and get equity shares listed on SME platform of BSE Ltd. Registrar Transfer Agent, Merchant Bankers, Legal firm for purpose of due diligence, etc. were appointed for the upcoming IPO. The equity shares of the Company were also dematerialised and ISIN was also obtained.

6.2 CONVERSION OF COMPANY

The Company was converted into Public Limited Company pursuant to the approval of shareholders at an Extra Ordinary General Meeting held on January 28, 2020. Consequently, the name of the Company was changed from SecMark Consultancy Private Limited to SecMark Consultancy Limited and a fresh certificate of incorporation was issued by Registrar of Companies, Mumbai, Maharashtra on March 2, 2020.

6.3 CHANGE IN MAIN OBJECT

During the year, the main object of the Company was altered by addition of word technology and advisory which reflects the activity of providing technology and advisory services which was approved by shareholders of the Company in the Extra Ordinary General Meeting dated January 28, 2020.

The new object of the Company is as follows:

To carry on in India and outside India the business of providing **technology**, **advisory** and consultancy services to Individuals, or others and to act as Business, Technical, Functional, Systems, Safety, Compliances, Legal, Human Resource, Placement, Property, Financial, Management or other consultants, Auditors, Inspectors, Brokers, Advisors, Actuaries, Accountants, System Integrators, Outsource, Software Developers, Software Providers, Software Managers, Software Reviewers, Software Administrators etc. and to provide and facilitate, training, seminars, lectures etc. either individually, or jointly with other companies, bodies, legal authorities, trusts or any other person.

The old object of the Company is as follows:

To carry on in India and outside India the business of providing advice and consultancy services to Individuals, or others and to act as Business, Technical, Functional, Systems, Safety, Compliances, Legal, Human Resource, Placement, Property, Financial, Management or other consultants, Auditors, Inspectors, Brokers, Advisors, Actuaries, Accountants, System Integrators, Outsource, Software Developers, Software Providers, Software Managers, Software Reviewers, Software Administrators etc. and to provide and facilitate, training, seminars, lectures etc. either individually, or jointly with other companies, bodies, legal authorities, trusts or any other person.

Memorandum of Association of Company was altered to comply with provisions of Companies Act, 2013 ("the Act") and new set of Articles of Association was also adopted as per the provisions of the Act as approved by shareholders of the Company in the Extra Ordinary General Meeting dated January 28, 2020.

6.4 SHARE CAPITAL

During the year, the Company has increased its Authorized share capital from Rs. 1,00,000/- (Rupees One Lakh) to Rs. 5,00,00,000 (Rupees Five Crores) at face value of Rs.10 per share. The issuedcapital of Company was increased from 1,00,000/- (Rupess One Lakh) to Rs. 30,100,000/- (Rupees Three Crores Ten Lakh only) at a face value of Rs. 10 per share by capitalising its reserves through bonus issue.

6.5 ISSUE OF BONUS SHARES

The Company issued 30,00,000 bonus shares of Rs. 3 crores in the ratio 300:1 at face value of Rs. 10 per share to its existing shareholders The issue of bonus shares was approved by shareholders in their extra ordinary general meeting held on November 25, 2019 and allotment was done on November 28, 2019.

6.6 EMPLOYEES' STOCK OPTION SCHEME

On the recommendation of the Nomination and Remuneration Committee ("NRC") of your Company, the SecMark Employee Stock Option Scheme 2019 (“Scheme”) has been launched for its eligible employees during the year under review. The purpose of this Scheme is to attract, retain, reward and motivate the employees for high levels of performance and for the efforts to improve the financial performance of the Company by contributing to its success. The Scheme will enable them to participate in the long-term growth of the Company. The Scheme has been approved by the shareholders of the Company pursuant to a special resolution passed at their extra ordinary general meeting held on January 28, 2020. Other details of Scheme are disclosed in **Annexure-IV.**

6.7 DEMATERIALISATION OF SHARES

During the year, all the equity shares of the Company were dematerialized and Bigshare Services Private Limited was appointed as Registrar and Transfer Agent (RTA) for the Company.

6.8 CHANGE IN REGISTERED OFFICE

During the year the Company has shifted its registered office within the same city from B-3/4, Jay Gokuldham, S.V. Road, Borivali West, Mumbai- 400092 to Plot No.36/227, Sector VI, Charkop, Kandivali (West), Mumbai: 400067 with a view to improve operational efficiency w.e.f August 21, 2019.

7. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

8. **SUBSIDIARY COMPANY/ JOINT VENTURE/ASSOCIATE**

Your Company has one (1) Subsidiary Company, Markets on Clouds Private Limited. Statement containing salient features of the financial statements of this Subsidiary Company in Form AOC-1 forms part of this Directors Report as **Annexure - I**.

Your Company does not have any joint venture or associate Company.

9. **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT**

The Company is in consultancy services and business solutions and, as such, its operations do not account for substantial energy consumption. However, the Company adopts all possible measures to conserve energy and at the same time several environment friendly measures are adopted by the Company. The particulars relating to the Conservation of Energy, Technology Absorption as per Section 134(3)(m) of the Act, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given as below:

(A) Conservation of energy-

(i) the steps taken or impact on conservation of energy: NIL

(ii) the steps taken by the company for utilizing alternate sources of energy: NIL

(iii) the capital investment on energy conservation equipment: NIL

(B) Technology absorption-

(i) the efforts made towards technology absorption: Company has revamped its website using latest technologies. Company has also developed certain software for internal & client use.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution: new website will ensure better presentability of the Company and internal software will lead to increase efficiency.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- : Not applicable

(iv) the expenditure incurred on Research and Development: Not applicable

10. **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

As on March 31, 2020, the Board comprised of 6 (Six) Directors namely, Mr. Binod Chandra Maharana, (Chairman & Independent Director), Mr. Jignesh Brijendra Mehta, (Managing Director & CEO), Mr. Sagar Mansukhbhai Thanki, (Executive Director & CFO), Ms. Priti Nigam Gandhi, (Independent Director), Mr. Shardul Jashwantlal Shah, (Non-Executive Director) and Mr. Ravi Vijay Ramaiya, (Non-Executive Director).

During the year, there was a change in composition of Board as following:

There was cessation of Directorship of Mrs. Ilaben Jaswantlal Shah w.e.f. August 6, 2019, Mrs. Indira Vijay Ramaiya w.e.f. August 12, 2019 and Mrs. Hiral Shardul Shah w.e.f. October 30, 2019 due to pre-occupations.

Mr. Jignesh Brijendra Mehta (DIN: 07929488) was appointed as an Additional Director of our Company on June 29, 2019. His designation was changed to Managing Director and was also appointed as Chief Executive Officer (CEO) w.e.f. January 1, 2020.

Mrs. Priti Nigam Gandhi (DIN: 08059325) and Mr. Binod Chandra Maharana (DIN: 07095774) were appointed on Board as an Independent Directors w.e.f. September 30, 2019 and November 5, 2019 respectively.

The designation of Mr. Sagar Thanki was appointed as aNon-Executive Directors of our Company on January 28, 2019 and his designation was changed to Executive Director w.e.f. January 27, 2020 He was also appointed as a Chief Financial Officer (CFO) w.e.f. January 27, 2020.

The designation of Mr. Shardul Jashwantlal Shah and Mr. Ravi Vijay Ramaiya was changed to Non –Executive Directors w.e.f. February 10, 2020 and they shall be liable to retire by rotation.

Mr. Binod Chandra Maharana was elected as Chairman of the Company w.e.f. December 20, 2019.

As on March 31, 2020, there was no disqualification of any Director pursuant to Section 164 (2) of the Act.

As on March 31, 2020, the Key Managerial Personnel of the Company were Mr. Jignesh Brijendra Mehta (Managing Director and Chief Executive Officer), Mr. Sagar Mansukhbhai Thanki (Executive Director and Chief Financial Officer) and Mr. Sunil Kumar Bang (Company Secretary and Compliance Officer).

11. COMMITTEES OF THE BOARD

Your Company has necessary Committees (Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Internal Control Committee and IPO Committee) as required under the to the provisions of the Companies Act, 2013, rules framed there under and SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015. The details about the Committees are incorporated in **Annexure V** forming part of this Report.

12. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 is attached herewith marked as **Annexure III** and forms an integral part of this report.

13. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the financial year 2019-20, eleven (11) Board meetings were held on 14th May, 2019, 29th June, 2019, 21st August, 2019, 21st September, 2019, 24th September, 2019, 1st November, 2019, 22nd November, 2019, 20th December, 2019, 10th February, 2020, 11th March, 2020 and 16th March, 2020. The maximum time-gap between any two consecutive meetings was 54 days which was much less than statutory limit of 120 days.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Act,, based on reports by the management, it is hereby confirmed that:

a) In the preparation of the annual accounts for financial year ended 31st March, 2020, the applicable accounting standards had been followed along with the proper explanation relating to material departures, if any;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2020 and of the profit and loss of the Company for that period;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts on a going concern basis; and

e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. AUDITORS

As per provision of section 139 and other applicable provisions, if any, of the Act,, the Companies (Audit and Auditors) Rules, 2014, D Kothary and Co**,** Chartered Accountants (FRN No:. 105335W) were appointed as the Statutory Auditors of the Company, to hold office for a term of 5 Years from conclusion of the 8th Annual General Meeting (AGM) held on September 30, 2019 until the conclusion of the 13th AGM of the Company.

The Statutory Auditor has confirmed their eligibility and submitted the certificate in writing that they are not disqualified to hold the office of the statutory auditor. Further, in terms of the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountant Of India.

16. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE

As per the audit report of the Company, the auditors of the Company have not made any qualification, reservation or adverse Remark or Disclaimer for year ended March 31, 2020.

17. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board of Company under Section 143(12) of the Act and Rules framed there under.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

In pursuance of Section 186 of the Act, the Company has made investment of Rs. 26,50,349/- during the year ended March 31, 2020. However, during the year under review, Company has not given any loans or guarantees amounting under the aforementioned section.

19. TRANSACTIONS WITH RELATED PARTIES

All the related party transactions arising in the ordinary course of business are placed periodically before the audit committee. The details of the related party transactions are given in Form AOC-2 pursuant to section 134(3)(h) of the Companies Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 which is set out as **Annexure II** to this Report. All the material related party transactions were on an arm's length basis and in the due course of business.

20. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company for the Financial Year 2019-20 are prepared in compliance with the applicable provisions of the Act and Accounting Standards. The said Financial Statements have been prepared on the basis of the audited financial statements of the Company and the subsidiary as approved by their respective Board of Directors. A statement containing the salient features of the Financial Statements of Subsidiary Company in the prescribed format AOC-1 is annexed herewith as **Annexure I** to this Report.

21. DEPOSITS

During the year under review, the Company has not accepted any deposits falling within the meaning of Section 73 of the Act and the Companies (Acceptance or Deposits) Rules, 2014.

22. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review and previous year, there have been no foreign exchange earnings and outgo in the Company.

23. RISK MANAGEMENT

The Company has in place set a mechanism to identify, monitor and mitigate various risks. The risks are periodically reviewed by the Management of the Company.

24. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Act for implementing Corporate Social Responsibility Policy, constitute committee and expenditure thereof is not applicable to the Company.

Your Company has contributed Rs. 75,696/- to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund' (PM CARES FUND). The employees of the Company also contributed Rs. 75,696/-. Effectively, the total contribution by Company and its employees was Rs. 1,51,392/-

25. CHANGE(S) IN THE NATURE OF BUSINESS, IF ANY:

There has been no material change in the nature of the business of the Company during the year under review.

26. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR AND TILL THE DATE OF SIGNING OF REPORT

Company is in process of coming up with an IPO shortly and is taking all necessary steps for it. It is a pleasure to inform that your Company has been conducting efficiently its affairs during the lockdown period and all team members have adopted practice of work from home. The Company has cloud infrastructure which is accessible from and office both. There has been absolutely no impact of COVID-19 so far.

27. SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATION

The Company has not received any such orders from Regulators, Courts or Tribunals during the year, which may impact the going concern status or the Company's operations in future.

28. VIGIL MECHANISM/WHISTLE BLOWER POLICY

In terms of Section 177 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements, 2015) have establish a vigil mechanism for the Directors and employees. The Vigil Mechanism Policy aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of Directors and Employees and ensures that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour.

29. DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. As required under law, an Internal Complaints Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

30. INTERNAL FINANCIAL CONTROLS

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets commensurate with its size, scale and complexities of its operations. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

31. ACKNOWLEDGEMENTS

Your Directors wish to express their appreciation for the assistance and co-operation received from the Banks, Government Authorities, Clients, Associates and Employees. The Directors of the Company thank all shareholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company and look forward to their continued support during the year.

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

	Jignesh Mehta	**Sagar Thanki**
Date: 12.08.2020	**Managing Director & CEO**	**Executive Director & CFO**
Place: Mumbai	**(DIN: 07929488)**	**(DIN: 08281489)**

ANNEXURE – I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules,2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

Name of Subsidiaries	Markets On Cloud Private Limited
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A
Share capital (Rs.)	1,00,000
Reserves & surplus	525
Total assets	1,00,605
Total Liabilities	1,00,605
Investments	1,00,000
Turnover	0
Profit before taxation	351
Provision for taxation	80
Profit/(Loss) after taxation	271
Proposed Dividend	-
% of shareholding	100%

The following information shall be furnished:-

1. **Names of subsidiaries which are yet to commence operations – NONE**
2. **Names of subsidiaries which have been liquidated or sold during the year- NONE**

Part "B": Associates & Joint Ventures: NOT APPLICABLE

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 12.08.2020	**Jignesh Mehta**	**Sagar Thanki**
Place: Mumbai	**Managing Director & CEO**	**Executive Director & CFO**
	(DIN: 07929488)	**(DIN: 08281489)**

ANNEXURE II

FORM NO. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis –
There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2020, which were not arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name of Related Party	Nature of Transactions	Nature of Relationship	Duration of Contract	Date(s) of approval by the Board, if any	Amount paid as advances	Amount paid (Amount In Rs.)
1	Indira Ramaiya	Directors Remuneration	Relative of Director	NA	NA	NA	5,00,000
2	Indira Ramaiya	Salary	Relative of Director	NA	NA	NA	4,00,000
3	Hiral Shah	Directors Remuneration	Relative of Director	NA	NA	NA	6,00,000
4	Hiral Shah	Salary	Relative of Director	NA	NA	NA	3,00,000
5	Jignesh Mehta	Directors Remuneration	KMP	NA	March 11, 2020	NA	28,55,000
6	Sagar Thanki	Directors Remuneration	KMP	NA	March 11, 2020	NA	4,13,555
7	Trupti Ramaiya	Rent Expenses	Relative of Director	NA	November 1, 2019	NA	6,00,000
8	Hiral Shah	Rent Expenses	Relative of Director	NA	NA	NA	75,000
9	Shah & Ramaiya	Professional Fees Paid	Directors are Partners/ Directors Interested	NA	February 10, 2020	NA	3,00,000

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 12.08.2020
Place: Mumbai

Jignesh Mehta
Managing Director & CEO
(DIN: 07929488)

Sagar Thanki
Executive Director & CFO
(DIN: 08281489)

ANNERXURE – III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2020

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

I. REGISTRATION AND OTHER DETAILS:

C I N	U67190MH2011PLC220404
Registration Date	03/08/2011
Name of the Company	SECMARK CONSULTANCY LIMITED
Category / Sub-Category of the Company	PUBLIC COMPANY LIMITED BY SHARES
Address of the Registered office and contact details	PLOT NO 36/227,RDP-10, SECTOR-6, CHARKOP, NR.AMBAMATA MANDIR, KANDIVALI-WEST MUMBAI- 400067
Website of the Company	www.secmark.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Other Services auxiliary to Financial Services n. e. c.	99715990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% Of Shares Held
1	SecMark Holdings Private Limited	U67190MH2011PTC219498	Holdings	100%
2	Markets on Clouds Private Limited	U72200MH2016PTC274733	Subsidiary	100%

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

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at April 1, 2019				No. of Shares held at March 31, 2020				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	--								
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	10000	10000	100	3010000	--	3010000	100	0
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Sub-total (A) (1):-	--	10000	10000	100	3010000	--	3010000	100	0
(2) Foreign		--	--	--	--	--	--	--	--
a)NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other…	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	--	**10000**	**10000**	**100**	**3010000**	**--**	**3010000**	**100**	0
B. Other Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									

Category of Shareholders	No. of Shares held at April 1, 2019				No. of Shares held at March 31, 2020				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
a) Bodies Corp.	--	--	--	--	--	--	--	--	--
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--	--	--	--	--	--
c) Others (specify)	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	--	--	--	--	--	--	--	--
Total Shareholding (B)=(B)(1)+ (B)(2)	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	**--**	**10000**	**10000**	**100**	**3010000**	**--**	**3010000**	**100**	**0**

ii) Shareholding of Promoter: (Equity Share Capital)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	SecMark Holdings Private Limited	9999	100%	--	3009994	100%	--	0
2	Mrs. IlabenJasvantlal Shah (Nominee of SecMark Holdings Private Limited)	1	--	--	1	--	--	0
3	Shardul Jashwantlal Shah (Nominee of SecMark Holdings Private Limited)	--	--	--	1	--	--	0
4	Hiral Shardul Shah (Nominee of SecMark Holdings Private Limited)	--	--	--	1	--	--	0
5	Indira Vijay Ramaiya (Nominee of SecMark Holdings Private Limited)	--	--	--	1	--	--	0
6	Ravi Vijay Ramaiya (Nominee of	--	--	--	1	--	--	0

	SecMark Holdings Private Limited)							
7	Trupti Ravi Ramaiya (Nominee of SecMark Holdings Private Limited)	--	--	--	1	--	--	0
	TOTAL	**10000**	**100%**	**--**	**3010000**	**100%**	**--**	**--**

iii) <u>Shareholding of Directors and Key Managerial Personnel – NIL (Shares held as Nominees of SecMark Holdings Pvt. Ltd. are given above.)</u>

Sr. No.	**Name**	**Date**	**Shareholding**		**Increase/ Decrease in share-holding**	**Reason**	**Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)**	
			No. of Shares at the beginning (01-04-2019 / end of the year (31-03-2020)	% of total shares of the Company			No. of Share	% of total shares of the Company
--	--	--	--	--	--	--	--	--
--	--	--	--	--	--	--	--	--

iv) <u>Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):</u> NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amt in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount (OD for FD)	42,49,123	0.00	0.00	42,49,123
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	**42,49,123**	**0.00**	**0.00**	**42,49,123**
Change in Indebtedness during the financial year				
Addition SBI Premises Loan Taken on 30th Jan 2020 and O/s on Year end is Rs 96,17,459	97,00,000	0.00	0.00	97,00,000
Reduction OD Rs 2685355 & HL Rs 82541	27,67,896	0.00	0.00	27,67,896
Net Change	**69,32,104**	**0.00**	**0.00**	**69,32,104**
Indebtedness at the end of the financial year				
i) Principal Amount	1,11,81,279	0.00	0.00	1,11,81,279
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	**1,11,81,279**	**0.00**	**0.00**	**1,11,81,279**

VI. **Remuneration of Directors and Key Managerial Personnel**

A) **Remuneration of Managing Director / Wholetime Directors**:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager	Name of MD/WTD/Manager	Total Amount (In Rs.)
		Jignesh Mehta	Sagar Thanki	
1	**Gross Salary**			
	(a) salary as per provisions contained in section 17(1) of the Income tax Act, 1961	28,55,000	4,13,555	32,68,555
	(b) value of perquisites u/s 17(2) Income tax Act, 1961	--	--	-

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager	Name of MD/WTD/Manager	Total Amount (In Rs.)
	(c) profits in lieu of salary under section 17(3) Income Tax Act, 1961	--	--	-
2	Professional Fees	--	--	--
3	Stock Options	--	--	--
4	Sweat Equity	--	--	--
5	Commission -as % of profit -Others, specify.	--	--	--
6	Others please specify.	--	--	--
	Total	**28,55,000**	**4,13,555**	**32,68,555**
	Ceiling as per Act*	As per Section 197 of Companies Act, 2013		

B) <u>Remuneration to other Directors:</u>

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount (In Rs.)
1	Independent Directors	**Ms. Priti Gandhi**	**Mr. Binod Maharana**	
	Fee for attending Board/ committee meetings	25000	25000	50000
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	25000	25000	50000
2	Other Non Executive Director			
	Fee for attending Board/ committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (A)=Total (1+2)	**25000**	**25000**	**50000**
	Total Managerial Remuneration	**0**	**0**	**0**
	Overall Ceiling as per the Act	As per Section 197 of Companies Act, 2013		

C) Remuneration of Key Managerial Personnel other than WD

Sr. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	**Gross Salary**				
	(a) salary as per provisions contained in section 17(1) of the Income tax Act, 1961	--	5,20,000	--	5,20,000
	(b) value of perquisites u/s 17(2) Income tax Act, 1961	--	--	--	--
	(c) profits in lieu of salary under section 17(3) Income Tax Act, 1961	--	--	--	--
2	Professional Fees	--	--	--	--
3	Stock Options	--	--	--	--
4	Sweat Equity	--	--	--	--
5	Commission -as % of profit -Others, specify..	--	--	--	--
6	Others please specify..	--	--	--	--
	Total	**0**	**5,20,000**	**0**	**5,20,000**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 12.08.2020
Place: Mumbai

Jignesh Mehta
Managing Director & CEO
(DIN: 07929488)

Sagar Thanki
Executive Director & CFO
(DIN: 08281489)

ANNEXURE IV

The details of the SecMark Employee Stock Option Plan 2019 (SecMark ESOP 2019) are as follows:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Options granted</td><td>24,600</td></tr>
<tr><td>Exercise price on options (in ₹)</td><td>₹10.00 per employee stock option</td></tr>
<tr><td>Vesting period</td><td>1 year from the date of grant of options</td></tr>
<tr><td>Options vested and not exercised</td><td>Nil</td></tr>
<tr><td>Options exercised</td><td>Nil</td></tr>
<tr><td>The total number of Equity Shares arising as a result of exercise of options</td><td>24,600, assuming all grants are accepted and exercised.</td></tr>
<tr><td>Options forfeited/lapsed</td><td>Nil</td></tr>
<tr><td>Variation of terms of options</td><td>Nil</td></tr>
<tr><td>Money realized by exercise of options</td><td>Nil</td></tr>
<tr><td>Total number of options in force as of March 31, 2020</td><td>24,600, assuming all grants are accepted.</td></tr>
<tr><td>Employee-wise detail of options granted to:</td><td></td></tr>
<tr><td>i. Key Managerial Personnel</td><td>
<table>
<tr><th>Name of the KMP</th><th>No. of options</th></tr>
<tr><td>Mr. Jignesh Brijendra Mehta</td><td>1,500</td></tr>
<tr><td>Mr. Sagar Mansukhbhai Thanki</td><td>2,000</td></tr>
<tr><td>Mr.Sunil Kumar Bang</td><td>1,000</td></tr>
</table>
</td></tr>
<tr><td>ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td>
<table>
<tr><th>Name of the employee</th><th>No. of options</th><th>%</th></tr>
<tr><td>Mr. JigneshBrijendra Mehta</td><td>1,500</td><td>6.10</td></tr>
<tr><td>Mr. Sagar Mansukhbhai Thanki</td><td>2,000</td><td>8.13</td></tr>
<tr><td>Mr. Rajnikant Dubey</td><td>2,500</td><td>10.16</td></tr>
<tr><td>Mr. Nagesh Carpenter</td><td>3,000</td><td>12.20</td></tr>
<tr><td>Mr. Pratik Damania</td><td>2,500</td><td>10.16</td></tr>
<tr><td>Mr. Rajiv Mehta</td><td>3,000</td><td>12.20</td></tr>
<tr><td>Mr. Sameer Kor</td><td>3,000</td><td>12.20</td></tr>
</table>
</td></tr>
<tr><td>iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td>Nil</td></tr>
</table>

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 12.08.2020	**Jignesh Mehta**	**Sagar Thanki**
Place: Mumbai	**Managing Director & CEO**	**Executive Director & CFO**
	(DIN: 07929488)	**(DIN: 08281489)**

ANNEXURE V

1. NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved at a Meeting of our Board held on November 01, 2019. The Nomination and Remuneration Committee comprises the following Directors:

Name of Director	Status in Committee	Nature of Directorship
Ms. Priti Nigam Gandhi	Chairman	Independent Director
Mr. Binod Chandra Maharana	Member	Independent Director
Mr. Ravi Vijay Ramaiya	Member	Non-Executive Director

Dates of meetings held during the year are:

November 22, 2019, December 20, 2019 and March 11, 2020.

Role of the Nomination and Remuneration Committee not limited to includes:

1. Formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to, the remuneration for Directors, KMPs and other employees.
2. Identifying persons who are qualified to become Directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal
3. Formulation of criteria for evaluation of performance of independent Directors and Board of Directors.
4. Devising a policy on diversity of Board of Directors.
5. Deciding on, whether to extend or continue the term of appointment of the independent Director, on the basis of the report of performance evaluation of independent Directors.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
7. Define and implement the Performance Linked Incentive Scheme (including ESOP of our Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
8. Decide the amount of Commission payable to the Whole time Director / Managing Directors.
9. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of our Company, standards prevailing in the industry, statutory guidelines etc.
10. To formulate and administer the Employee Stock Option Scheme.

2. AUDIT COMMITTEE

Our Company has constituted an Audit Committee, as per section 177 of the Companies Act, 2013 vide resolution passed at the meeting of our Board held on December 20, 2019. The Audit Committee comprises the following Directors:

Name of Director	Status in Committee	Nature of Directorship
Ms. Priti Nigam Gandhi	Chairman	Independent Director
Mr. Binod Chandra Maharana	Member	Independent Director
Mr. Ravi Vijay Ramaiya	Member	Non-Executive Director

Dates of meetings held during the year are:

February 10, 2020 and March 11, 2020.

The Audit Committee shall have the following powers/ responsibilities:

i. To investigate any activity within its terms of reference;
ii. To seek information from any employee;
iii. To obtain outside legal or other professional advice; and
iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders' Relationship Committee to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of our Board held on December 20, 2019.

The Stakeholders' Relationship Committee comprises of following Directors:

Name of Director	Status in Committee	Nature of Directorship
Ms. Priti Nigam Gandhi	Chairman	Independent Director
Mr. Binod Chandra Maharana	Member	Independent Director
Mr. Shardul Jashwantlal Shah	Member	Non-Executive Director

Dates of meetings held during the year are: February 10, 2020

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company.

Role of the Stakeholders' Relationship Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

1. Review statutory compliances relating to all shareholders.
2. Resolution of grievances of the shareholders.

3. Oversight of compliances in respect of dividend payment and transfer of unclaimed amounts to the Investor Education and Protection Fund.
4. Oversight of the performance of the Registrars and Transfer Agents.
5. Review of movements in shareholding and ownership structure of our Company.
6. Recommend measures for improvement of quality of investor services.
7. Conduct a Shareholder Satisfaction Survey to assess shareholders' views.
8. Suggest and drive implementation of various shareholder-friendly initiatives.

4. INTERNAL COMPLAINT COMMITTEE

Our Company has constituted an Internal Complaint Committee to receive and redress complaints on sexual harassment at workplace of the Company. The Internal Compliant Committee was constituted vide resolution passed at the meeting of our Board held on February 10, 2020.

The Internal Complaint Committee comprises of following:

Name of Director	Status in Committee
Ms. VandanaVania	Senior Woman Employee & Chairman
Mr. JigneshBijendra Mehta	Managing Director
Ms. Jhanvi Mehta	Woman Employee
Ms. DarshnaRathod	Woman Employee
Ms. Poornima Mendon	External Member

Dates of meetings held during the year are: March 11, 2020

The scope and function of the Committee and its terms of reference shall include the following:

1) Redressal of complaints filed With fairness and without bias,
2) Redressal of complaints filed Within the time period of 90 days
3) Awareness workshops/activities To educate all employees of the Company about: Sexual harassment at workplace, its effects and laws against it, Filing a complaint with the ICC.

5.IPO COMMITTEE

The IPO Committee was constituted vide resolution passed at the meeting of our Board held on March 16, 2020.The IPO Committee comprises of following:

Name of Director	Status in Committee	Nature of Directorship
Mr. JigneshBijendra Mehta	Chairman	Managing Director and CEO
Mr. Shardul Jashwantlal Shah	Member	Non-Executive Director
Mr. Ravi Vijay Ramaiya	Member	Non-Executive Director
Mr. Sunil Bang	Member	Company Secretary

Dates of meetings held during the year are: NIL

The terms of reference of the IPO Committee include the following:

i. To issue, transfer, offer and allotment of Equity Shares, and deciding on other matters in connection with or incidental to the Issue, including the pricing and terms of the Equity Shares, the Issue price, the size and all other terms and conditions of the Issue including the number of Equity Shares to be offered in the Issue, the Issue opening and Issue closing date, in consultation with the Lead Manager and in accordance with the ICDR Regulations;
ii. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, BSE, SEBI, the relevant registrar of companies and any other governmental or

statutory authorities as may be required in connection with the Issue and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft prospectus and the prospectus as applicable;

iii. To finalize, settle, approve, adopt and file in consultation with the Lead Manager where applicable, the draft prospectus, the prospectus, the application forms and any amendments, supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by BSE, SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

iv. To decide in consultation with the Lead Manager on the actual Issue size including any, timing, pricing and all the terms and conditions of the Issue, including the Issue price, Issue period, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue;

v. To appoint and enter into and terminate arrangements with the Lead Manager, underwriter to the Issue, syndicate members to the Issue, brokers to the Issue, refund bankers to the Issue, registrars, legal advisors, auditors, and any other agencies or persons or intermediaries to the Issue and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the Lead Manager and negotiation, finalization, execution and, if required, amendment of the issue agreement with the Lead Manager;

vi. To negotiate, finalise and settle and to execute and deliver of the Draft Prospectus, the Prospectus, issue agreement, underwriting agreement, sponsor bank agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), Lead Managers and any other agencies/ intermediaries in connection with the Issue with the power to authorize one or more Directors of our Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;

vii. To seek, if required, the consent and/or waiver of the lenders of our Company, customers, parties with whom our Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;

viii. To open and operate bank accounts of our Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more Directors of our Company to execute all documents/deeds as may be necessary in this regard;

ix. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

x. To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;

xi. To approve code of conduct as may be considered necessary by the IPO Committee as required under applicable laws, regulations or guidelines for the Board, Directors of our Company and other employees of our Company;

xii. To approve the implementation of any corporate governance requirements that may be considered necessary by the Board or the IPO Committee as may be required under the applicable laws or the SEBI (LODR) Regulations, 2015, as amended and listing agreements to be entered into by our Company with the Designated Stock Exchange, to the extent allowed under law;

xiii. To issue receipts/ allotment letters/ confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of our Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more Directors of our Company to sign all or any of the aforestated documents;

xiv. To authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

xv. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allotment and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/ confirmation of allotment notes, in consultation with the Lead Manager;

xvi. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more Directors of our Company to execute all or any of the aforestated documents;

xvii. To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of our Company where necessary;

xviii. To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;

xix. To submit undertaking/ certificates or provide clarifications to the SEBI, Registrar of Companies, Mumbai and the relevant stock exchange(s) where the Equity Shares are to be listed;

xx. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

xxi. To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under applicable laws to the Directors of our Company;

xxii. To approve suitable policies on insider trading and any other policies as may be required under the Listing Regulations or any other Applicable Laws;

xxiii. To approve the list of 'group of companies' of our Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the Draft Prospectus and Prospectus;

xxiv. To withdraw the Draft Prospectus or to decide not to proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the Lead Manager.

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

	Jignesh Mehta	**Sagar Thanki**
Date: 12.08.2020	**Managing Director & CEO**	**Executive Director & CFO**
Place: Mumbai	**(DIN: 07929488)**	**(DIN: 08281489)**

INDEPENDENT AUDITOR'S REPORT

To the Members of
Secmark Consultancy Limited

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Secmark Consultancy Limited** (herein after referred as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") , which comprise the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the Consolidated Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2020, their consolidated profit and their consolidated cash flow for the year ended on that date

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be disclosed.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

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conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We have not audited the financial statements of one subsidiary whose financial statements / financial information reflect total assets of Rs. 1,00,605/- as at 31st March, 2020, total revenues of Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements and the other financial information of a subsidiary as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules there under.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company covered under the Act, none of the directors of the Group companies are disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements as also the other financial information of a subsidiary, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements do not have any pending litigations which has impact on the consolidated financial position of the Group.

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There is no amount due to transfer to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March, 2020.

For **D. Kothary & Co**
Chartered Accountants
(Firm Registration No. 105335W)

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

Mehul N. Patel
Partner
Membership No. 132650
Place: Mumbai
Date: 12th August 2020
UDIN: 20132650AAAADK5126

Annexure - A
To the Independent Auditor's Report on the Consolidated Financial Statements of Secmark Consultancy Limited

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

We have audited the internal financial controls over financial reporting of Secmark Consultancy Limited ("the Company") as of 31st March 2020 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system with reference to financial statements.

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Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company, have in all material respects, an adequate internal financial control system with reference to consolidated financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2020, based on the internal controls with reference to financial statements criteria established by the Company, considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For **D. Kothary & Co**
Chartered Accountants
(Firm Registration No. 105335W)

Mehul N. Patel
Partner
Membership No. 132650
Place: Mumbai
Date: 12th August 2020
UDIN: 20132650AAAADK5126

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

Sr. No	Particulars	Notes	As at March 31, 2020 Amount In Rs.	As at March 31, 2019 Amount In Rs.
I.	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	3	**3,01,00,000**	1,00,000
	(b) Reserves and surplus	4	**1,20,33,806**	3,14,18,258
			4,21,33,806	3,15,18,258
2	**Non current liabilities**			
	(a) Long Term Borrowings	5	**90,02,128**	-
	(b) Long Term Provisions	6	**13,72,439**	-
			1,03,74,567	**-**
3	**Current liabilities**			
	(a) Short-term borrowings	7	**15,63,820**	42,49,123
	(b) Trade Payable		**8,49,889**	25,000
	(c) Other current liabilities	8	**61,44,252**	1,30,33,637
	(d) Short term provisions	9	**14,220**	-
			85,72,181	1,73,07,760
	TOTAL		**6,10,80,555**	4,88,26,018
II.	**ASSETS**			
1	**Non current assets**			
	(a) Fixed assets			
	(i) Tangible assets	10	**1,74,54,351**	1,90,08,866
	(b) Non current investments	11	**25,70,349**	25,70,349
	(c) Deferred Tax Assets (Net)	12	**5,25,150**	-
	(d) Other Non Current Assets	13	**2,68,52,012**	1,91,00,423
			4,74,01,862	4,06,79,638
2	**Current assets**			
	(a) Trade receivables	14	**1,14,30,672**	72,55,354
	(b) Cash and Cash Equivalents	15	**1,92,593**	4,64,072
	(c) Short term loans and advances	16	**20,55,428**	4,26,954
			1,36,78,692	81,46,380
	TOTAL		**6,10,80,555**	4,88,26,018
	Significant accounting policies & Notes to financial statements	1 to 30		

As per our report of even date

For D. Kothary & Co.
Chartered Accountants
Firm Registration. No. 105335W

For and on behalf of the Board of Directors
SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Place : Mumbai
Date : 12th August, 2020

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Sr. No	Particulars	Notes	2019-2020 Amount In Rs.	2018-2019 Amount In Rs.
I.	Revenue from operations	17	**5,62,56,131**	3,82,58,284
II.	Other income	18	**12,17,780**	7,40,651
III	**Total Revenue (A)**		**5,74,73,911**	3,89,98,935
IV	Expenses:			
	Employee benefits expenses	19	**2,73,61,153**	1,71,61,151
	Finance cost	20	**8,31,303**	1,21,852
	Depreciation and amortization expenses	10	**20,93,941**	10,42,575
	Other Expenses	21	**1,27,89,463**	67,83,923
V	**Total Expenses (B)**		**4,30,75,860**	2,51,09,501
VI	**Profit before tax (A-B)**		**1,43,98,051**	1,38,89,434
VII	**Tax expense:**			
	Current tax		**43,07,653**	38,64,218
	Deferred tax		**(5,25,150)**	-
	Adjustment for Earlier year		**-**	(2,36,063)
VIII	**Profit for the year (VI-VII)**		**1,06,15,548**	1,02,61,279
	Earning per share on Equity Shares of Rs. 10 each (Refer to Note 24)			
	- Basic (P. Y. Restated)		**3.53**	3.41
	- Diluted (P. Y. Restated)		**3.50**	3.41
	Significant accounting policies & Notes to financial statements	1 to 30		

As per our report of even date

For D. Kothary & Co.
Chartered Accountants
Firm Registration. No. 105335W

For and on behalf of the Board of Directors
SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Place : Mumbai
Date : 12th August, 2020

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

Particulars	2019-20 Amount In Rs.	2018-19 Amount In Rs.
A. Cash Flow From Operating Activities :		
Net profit before tax as per statement of profit and loss	**1,43,98,051**	1,38,89,434
Adjustments for :		
Depreciation	**20,93,941**	10,42,575
Interest Income	**(12,16,780)**	(7,40,651)
Gratuity Provision	**13,86,579**	-
Interest Expenses	**8,31,303**	1,21,852
Operating Cash Flow Before Working Capital Changes	**1,74,93,095**	1,43,13,210
Changes in current assets and liabilities		
(Increase)/ Decrease in Trade receivables	**(41,75,318)**	10,65,954
(Increase)/ Decrease loans and advances & Other Current Assets	**(49,34,974)**	(20,46,811)
Increase/ (Decrease) in other current Liabilities & Provisions	**(71,23,182)**	1,02,53,065
Cash Generated From Operations	**12,59,621**	2,35,85,418
Payment of Taxes (Net of Refunds)	**(38,64,218)**	(34,50,764)
Net Cash Flow From Operating Activities (A)	**(26,04,597)**	2,01,34,654
B. Cash Flow From Investing Activities :		
(Purchase)/ Sale of Fixed Assets	**(5,39,426)**	(1,47,67,410)
(Increase)/ Decrease in Fixed Deposits	**(44,45,089)**	(42,93,300)
(Purchase)/ Sale of Investments (net)	**-**	(21,00,659)
Interest received from Fixed Deposit and Bonds	**12,16,780**	7,40,651
Net Cash Flow From Investment Activities (B)	**(37,67,735)**	(2,04,20,718)
C. Cash Flow From Financing Activities :		
(Repayment) /Proceed of borrowings from financial institutions/Others	**69,32,157**	7,19,439
Interest on short term borrowing	**(8,31,303)**	(1,21,852)
Net Cash From / (Used In) Financing Activities (C)	**61,00,853**	5,97,587
Net Increase In Cash Or Cash Equivalents (A+B+C)	**(2,71,479)**	3,11,523
Cash And Cash Equivalents At The Beginning Of The Year	**4,64,072**	51,349
Cash And Cash Equivalents of Subsidiary at The Beginning	**-**	1,01,200
Cash And Cash Equivalents As At The End Of The Year	**1,92,593**	4,64,072
Component of cash and cash equivalents (Refer note 15)		

As per our report of even date

For D. Kothary & Co.
Chartered Accountants
Firm Registration No. 105335W

Mehul N. Patel
Partner
Membership No.: 132650

Place : Mumbai
Date : 12th August, 2020

For and on behalf of Board of Directors
SecMark Consultancy Limited

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

Consolidated Notes to financial statements for the year ended March 31, 2020

Note 1: Corporate information

SecMark Consultancy Limited was originally incorporated as a Private Limited Company on August 03, 2011, under the provision of Companies Act, 1956 and subsequently converted into Public Limited Company pursuant to a shareholders' resolution passed at the Extra-Ordinary General Meeting held on January 28, 2020.

Name of the Company was changed from SecMark Consultancy Private Limited to "SecMark Consultancy Limited" and fresh Certificate of Incorporation dated March 02, 2020, was issued by Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification is U67190MH2011PLC220404 and its registered office is situated at Plot No 36/227, RDP-10, Sector-6,Charkop, Kandivali-West Mumbai - 400067.

The current paid up share capital of the company is Rs. 3,01,00,000. (Three crore one Lakh only)

The Company offers services in the areas of Compliance, Operations, Software Development, Risk Management, Outsourcing and other areas to financial market participants.

Clients include leading Brokerage Houses, Depository Participants, Stock Exchanges, Wealth Managers, Research Analyst, Insurance Companies, Insurance Brokers, Corporate Agents, Portfolio Managers, Investment Advisors, NBFCs, Banks, etc.

The Entity Consolidated includes :

1. Markets on Cloud Private Limited (100% subsidiary)

Note 2: Significant accounting policies

a) Basis of preparation of financial statements:

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013 ('the Act') (except as specifically mentioned), and the accounting principles generally accepted in India and comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2014 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable.

The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

b) Principles of consolidation

i) The consolidated financial statements have been prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21-'Consolidated Financial Statements.

ii) The financial statements of the Company and its subsidiaries have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. The results of subsidiaries acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra group balances and transactions have been eliminated on consolidation. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the Balance Sheet of the Company and its share in the post – acquisition increase in the relevant reserves of the subsidiaries.

iii) The excess of cost to the Company of its investments in subsidiaries over its share of the equity of the subsidiaries at the date on which the investment in the subsidiaries are made, is recognized as "Goodwill on Consolidation" being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of the investment is in excess of cost of investment of the Company, it is recognized as "Capital reserve" and shown under the head "Reserves and surplus", in the consolidated financial statements. Impact of currency translation on such "Goodwill" and "Capital reserve" is adjusted in the respective carrying amounts. The unamortized carrying value of goodwill is tested for impairment as at each Balance Sheet date. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the business combination. Cashgenerating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised in goodwill is not reversed in a subsequent period.

iv) Minority interest in the net income and net assets of the consolidated financial statements are computed and shown separately. Losses applicable to minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the group.

v) As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's financial statements.

b) Use of estimates:

The preparation of Financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of financial statements. Actual results could differ from those estimated. Any revision to accounting estimates is recognised prospectively in future periods.

c) Revenue recognition:

The company derives its revenue primarily from management & consultancy services. Revenue is recognized at pre-determined rated as defined under contracts with clients and accounted for at the time of execution of transactions/events.

Interest income is recognized using the time proportion method, based on the transactional interest rates.

d) Investments:

Investments are classified into non current investments and current investments. Investments which are intended to be held for more than one year are classified as non current investments and investments which are intended to be held for less than one year, are classified as current investments. Non current investments are stated at cost and a provision for diminution in value of non current investments is made only if the decline is other than temporary in the opinion of the management. Current investments are valued at cost or market/fair value whichever is lower.

e) Provisions, Contingent Liabilities and Contingent Asset :

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

f) Fixed assets and depreciation :

i. Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less depreciation.

ii. Depreciation on assets is provided on the written down value method as per the income tax rate. Depreciation on newly purchase assets is provided proportionately as per income tax basis.

g) Taxation :

a) Current Tax:

Provision for tax is based on the taxable profit for the accounting year after taking into consideration the relevant provisions of the Income Tax Act, 1961.

h) Earnings per share :

The basic earnings per share is computed by dividing the net profit / loss attributable to the equity shareholders for the period by the number of equity shares outstanding on the last day of reporting period. In computing dilutive earnings per share, only potential equity shares that are dilutive and that reduce profit / loss per share are included.

SECMARK CONSULTANCY LIMITED
Consolidated Notes to financial statements for the year ended March 31, 2020

NOTE 3 (a) :- SHARE CAPITAL

Particulars	As at 31 March 2020 Amount In Rs.	As at 31 March 2019 Amount In Rs.
AUTHORISED SHARE CAPITAL		
50,00,000 (Previous Year 10,000) Equity Shares of Rs.10 each	**5,00,00,000**	1,00,000
Total	**5,00,00,000**	1,00,000
ISSUED, SUBSCRIBED AND PAID UP		
301000 (PY 10000) Equity Shares of Rs.10 each fully paid up	**3,01,00,000**	1,00,000
Total	**3,01,00,000**	1,00,000

NOTE 3 (b) :- The company has only one class of equity with a par value of Rs. 10/- per share. Each holder of equity shares is entitle to one vote per share.

NOTE 3 (c) :- The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2020 and March 31, 2019 is set out below

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares held	Amount In Rs.	No. of shares held	Amount In Rs.
Equity Shares				
Number of Shares at the beginning	**10,000**	**1,00,000**	10,000	1,00,000
Add : Further Issue of Shares as Bonus	**30,00,000**	**3,00,00,000**	-	-
Number of shares at the end	**30,10,000**	**3,01,00,000**	10,000	1,00,000

NOTE 3 (d) :- Details of Shares held by each Shareholder holding more than 5% Shares:

Class of shares / Name of Shareholders	As at March 31, 2020		As at March 31, 2019	
	No. of shares held	% holding	No. of shares held	% holding
Equity Shares with voting rights				
Secmark Holdings Private Limited	**30,10,000**	**100.00%**	10,000	100.00%

SECMARK CONSULTANCY LIMITED

Consolidated Notes to financial statements for the year ended March 31, 2020

Particulars	As at 31 March 2020 Amount In Rs.	As at 31 March 2019 Amount In Rs.
NOTE 4 :- RESERVES AND SURPLUS		
Capital Reserve on Consolidation	**20,890**	20,890
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	**3,13,97,368**	2,11,36,089
Add: Profit / (Loss) for the year	**1,06,15,548**	1,02,61,279
	4,20,12,916	3,13,97,368
Less : Transferred to Capital as Bonus Issue	**3,00,00,000**	-
	1,20,12,916	3,13,97,368
Total	**1,20,33,806**	3,14,18,258
NOTE 5 :- LONG TERM BORROWINGS		
Term loan from Bank (Secured against Property)	**90,02,128**	-
Total	**90,02,128**	-
NOTE 6 :- LONG TERM PROVISIONS		
Gratuity Provisions	**13,72,439**	-
Total	**13,72,439**	-
NOTE 7 :- SHORT TERM BORROWINGS		
Secured		
Bank Loans repayable on demand (Secured against Fixed Deposit)	**15,63,820**	42,49,123
Total	**15,63,820**	42,49,123
NOTE 8 :- OTHER CURRENT LIABILITIES		
Current maturities of long term Borrowings	**6,15,331**	-
Statutory liabilities	**27,09,479**	16,00,664
Sundry Creditors for Expenses & Assets	**-**	1,01,69,900
Deposit from Customer	**1,50,000**	-
Salary Payable	**23,20,737**	12,33,073
ESOP Outstanding	**4,313**	-
Other Payable	**3,44,392**	30,000
Total	**61,44,252**	1,30,33,637
NOTE 9 :- SHORT TERM PROVISIONS		
Gratuity Provision	**14,140**	-
Provision for tax (Net of Advance Tax)	**80**	-
Total	**14,220**	-

SECMARK CONSULTANCY LIMITED

Consolidated Notes to financial statements for the year ended March 31, 2020

NOTE 10 :- FIXED ASSETS

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2019	Additions	Disposals	Balance as at 31 March, 2020	Balance as at 1 April, 2019	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2020	Balance as at 31 March, 2020	Balance as at 31 March, 2019
	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.
(A) Tangible assets										
Furniture and Fixtures	63,17,100	40,000	-	63,57,100	15,95,855	4,74,124	-	20,69,979	42,87,122	47,21,245
Vehicle	7,51,442	-	-	7,51,442	2,52,258	74,878	-	3,27,136	4,24,306	4,99,184
Office Equipment	10,26,866	-	-	10,26,866	7,91,781	35,263	-	8,27,044	1,99,823	2,35,085
Building	1,38,10,000	25,100	-	1,38,35,100	3,45,250	13,47,730	-	16,92,980	1,21,42,120	1,34,64,750
Computer	1,18,854	4,74,326	-	5,93,180	30,252	1,61,947	-	1,92,199	4,00,981	88,602
Total	**2,20,24,262**	**5,39,426**	**-**	**2,25,63,689**	**30,15,396**	**20,93,941**	**-**	**51,09,337**	**1,74,54,351**	**1,90,08,866**
Previous year	72,56,852	1,47,69,744	2,334	2,20,24,262	19,72,821	10,42,575	-	30,15,396	1,90,08,866	52,84,031

SECMARK CONSULTANCY LIMITED
Consolidated Notes to financial statements for the year ended March 31, 2020

Particulars	As at 31 March 2020 Amount In Rs.	As at 31 March 2019 Amount In Rs.
NOTE 11 :- NON-CURRENT INVESTMENTS		
Investment in Bonds (Unquoted)		
NTPC- Bonds	5,00,000	5,00,000
APSTC Bond	20,70,349	20,70,349
Total	25,70,349	25,70,349
NOTE 12 :- DEFERRED TAX ASSETS (NET)		
On account of 43B Gratuity	3,48,974	-
On Account of 35D	1,76,176	-
Total	5,25,150	-
NOTE 13 :- OTHER NON CURRENT ASSETS		
(Unsecured, considered good)		
Loan to Sameer Family for Land at Murbad	80,34,800	58,58,300
Fixed Deposit for more than 12 month maturity	1,76,87,212	1,32,42,123
(Secured against Overdraft)		
Security Deposit	11,30,000	-
Total	2,68,52,012	1,91,00,423
NOTE 14 :- TRADE RECEIVABLES		
(Unsecured, considered good)		
More than six months	1,31,519	7,29,494
Other trade receivables	1,12,99,153	65,25,860
(See also Note No .28)		
Total	1,14,30,672	72,55,354
NOTE 15 :- CASH AND CASH EQUIVALENTS		
(a) Cash on hand	1,54,736	3,99,114
(b) Balances with banks		
(i) In Current accounts	37,857	64,958
Total	1,92,593	4,64,072
NOTE 16 :- SHORT TERM LOANS AND ADVANCES		
Advance tax & TDS Receivable (Net of Provision)	13,70,084	2,05,514
Loans and Advances to Employee	5,49,319	1,92,310
Advances for Expenses	1,36,025	21,130
Loan to Subsidiary & Related party	-	8,000
Total	20,55,428	4,26,954

SECMARK CONSULTANCY LIMITED

Consolidated Notes to financial statements for the year ended March 31, 2020

Particulars	2019-2020 Amount in Rs.	2018-2019 Amount in Rs.
NOTE 17 :- REVENUE FROM OPERATIONS		
Sale of Services	**5,62,56,131**	3,82,58,284
(See also Note No 29)		
Total	**5,62,56,131**	3,82,58,284
NOTE 18 :- OTHER INCOMES		
Interest from bank & Investments	**12,16,780**	7,40,651
Other income	**1,000**	-
Total	**12,17,780**	7,40,651
NOTE 19 :- EMPLOYEE BENEFIT EXPENSES		
Salary, wages, bonus and allowances	**2,54,94,701**	1,66,62,023
Contritution to PF and Other Fund	**13,86,579**	-
Employee Compensation Expenses (ESOP)	**4,313**	-
Employee welfare and other amenities	**4,75,560**	4,99,128
Total	**2,73,61,153**	1,71,61,151
NOTE 20 :- FINANCE COST		
Interest - Bank OD and Term Loan	**8,31,303**	1,21,852
Total	**8,31,303**	1,21,852
NOTE 21 :- OTHER EXPENSES		
Auditors' Remuneration	**70,000**	25,000
Business Promotion Expenses	**11,61,684**	6,89,421
Professional Fees Paid	**44,30,881**	20,80,819
Conveyance & Travelling Expenses	**18,03,541**	19,47,164
Repairs & Maintenance	**6,79,761**	2,59,530
Receivables Not Recoverable	**6,38,252**	-
Rent, Rates & taxes	**17,62,945**	-
IPO Expenses	**8,75,000**	-
Office Expenses	**6,63,170**	5,94,941
Printing & Stationery Expenses	**3,51,588**	2,70,958
Miscellaneous Expenses	**3,52,641**	9,16,090
Total	**1,27,89,463**	67,83,923

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
Consolidated Notes to financial statements for the year ended March 31, 2020

Note 22 Auditors Remuneration

Particulars	As At March 31, 2020	As At March 31, 2019.
For Audit Fees	50,000	15,000
For Tax Audit Fees	20,000	10,000
Total	70,000	25,000

Note 23 Related Party Transactions

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below

23.1 Relationships during the year

(A) Holding Company

Secmark Holdings Private Limited

(B) Key Managerial Personnel & their relatives

- Jignesh Mehta (CEO & MD from 01st January 2020)
- Sagar Thanki (CFO & ED from 27th January 2020)
- Sunil Bang (Company Secretary from 01st January 2020)
- Anita Mehta (Relative of Jignesh Mehta)
- Nirav Thanki (Relative of Sagar Thanki)
- Yogita Thanki (Relative of Sagar Thanki)
- Hansaben Thanki (Relative of Sagar Thanki)
- Disha Thanki (Relative of Sagar Thanki)
- Rakhi Bang (Relative of Sunil Bang)

(C) Other Directors & their relatives

- Binod Chandra Maharana (Independent Director)
- Priti Nigam Gandhi (Independent Director)
- Ravi Ramiya (Non executive Director)
- Shardul Shah (Non executive Director)
- Ilaben Shah (till 6th August 2019) (Relative of Shardul Shah)
- Indira Ramaiya (till 12th August 2019) (Ralative of Ravi Ramaiya)
- Hiral Shah (till 30th October 2019) (Relative of Shardul Shah)

23.2 Related party transaction during the year:

Particulars	2019-20	2018-19
(A) Transaction with related parties during the year		
Directors Remuneration		
- Indira Ramaiya	5,00,000	12,12,000
- Hiral Shah	6,00,000	8,86,000
- Jignesh Mehta	28,55,000	-
- Sagar Thanki	4,13,555	-
Salaries and Allownaces		
- Anita Mehta	10,05,000	-
- Nirav Thanki	2,81,242	-
- Hiral Shah	3,00,000	-
- Indira Ramaiya	4,00,000	-
- Yogita Thanki	2,97,500	-
- Hansaben Thanki	2,97,500	-
- Disha Thanki	2,97,500	-
- Sunil Bang	5,20,000	
- Rakhi Bang	2,80,000	-
- Trupti Ramaiya	12,00,000	-
Rent Expenses		
- Trupti Ramaiya	6,00,000	-
- Hiral Shah	75,000	-
Professional Fees Paid		
- Shah and Ramaiya	3,00,000	-

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404

Consolidated Notes to financial statements for the year ended March 31, 2020

Note 24 Earning Per Share

Particulars	As At March 31, 2020	As At March 31, 2019
Net profit after tax as per statement of profit and loss	**1,06,15,548**	1,02,61,279
Number of equity shares outstanding during the year	**30,10,000**	10,000
Restated Number of equity shares outstanding during the year (Bonus Issue)	**30,10,000**	30,10,000
Effect of Dilution:		
Share options	**24,600**	-
Restated Number of equity shares adjusted after dilution (Bonus Issue)	**30,34,600**	30,10,000
Basic earnings per share (Restated)	**3.53**	3.41
Diluted earnings per share (Restated)	**3.50**	3.41

Note 25 Employee Stock Option Scheme 2019

During the year ended 31st March 2020, the Company had instituted an Employee Stock Option Scheme 2019 ('ESOP 2019') as approved by the Board on December 20, 2019 and Shareholders on January 28, 2020 for issuance of stock option to eligible employees of the Company. Under the subject ESOP 2019, 1,00,000 Options exercisable into an aggregate of 1,00,000 Equity Shares in the Company of face value of Rs. 10/- each fully paid-up, would be available for grant to the eligible employees of the Company under the ESOP 2019, in one or more tranches.

TThe objective of the ESOP 2019 is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to the said Scheme, Stock options convertible into 24,600 equity shares vide ESOP Scheme 2019 (PY. Nil) of Rs. 10/- each were granted to eligible employee at an exercise price of Rs. 10/- per shares.

Particulars	ESOP Scheme 2019
No of Options Granted	24,600
Method of Accounting	Intrinsic Value
Vesting Period	1 Year
Grant Date	16th March 2020
Exercise/ Expiry Date	16th March 2024
Exercise Period	4 years from the grant date
Intrinsic Value	Rs. 14
Grant/Exercise Price	Rs. 10
Method of Settlement	Equity Settled

Note 26 Employee Benefit obligations

a) Defined Contribution Plans

The Company operates defined contribution schemes like provident fund schemes. For these schemes contributions are made by the company, based on current salaries, to the recognized funds maintained by the Government. In case of provident fund schemes, contributions are also made by employees.

b) Defined Benefit Plans

Gratuity

The benefits are determined using the projected unit credit method with actuarial valuation being carried out at each Balance Sheet date.

The movement in the defined benefit liability over the year is as follows:

	2019-20	2018-19
As at 1st April	**14,33,529**	**9,66,573**
Interest Cost	1,00,347	74,909
Past Service Cost	-	-
Current Service cost	5,26,010	3,89,660
Benefits Paid	-	-
Actuarial (Gain)/ Loss on the obligation	(6,73,307)	2,387
As at 31st March	**13,86,579**	**14,33,529**

Principal actuarial assumptions

	2019-20	2018-19
Discount Rate	**7.00%**	7.75%
Salary Escalation	**5.00%**	5.00%

Note 27 The Company has not received intimation from most of the suppliers regarding the status under the Micro, Small and Medium Enterprise Development Act, 2006, and hence disclosure requirements in this regard as per Schedule III of the Companies Act, 2013 is not being provided.

Note 28 Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19)

The World Health Organization declared the outbreak of COVID-19 as a public health emergency of international concern on January 30, 2020 and a pandemic on March 11, 2020. The Government of India announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions.

However given that Our Company had established its own cloud infrastructure much before the Pandemic, there has been no impact on the functioning of Our Company. The team members have been working from home during lockdown and have been able to execute their responsibilities and service clients without any disruption, difficulty or delay

The Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of its current and non-current assets, after considering internal and external sources of information as at the date of approval of these financial statements. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of Trade Receivables. In assessing recoverability of trade receivables, the Company has considered subsequent recoveries, past trends and credit risk profiles of the clients and all internal and external information available up to the date of issuance of these financial statements. Based on the above assessment, the Company is of the view that carrying amounts of trade receivables are expected to be realisable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial statements, and the Company will continue to closely monitor the developments.

Note 29 Revenue from Contracts with Clients:

The Company has evaluated the impact of COVID-19 resulting from (i) the possible constraints to continue its operations and revisions in costs to fulfill the pending obligations (ii) penalties, if any, relating to breaches of agreements and (iii) termination or deferment of contracts by clients. The Company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods

Note 30 Figures of previous year are regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year

As per our report of even date

For D. Kothary & Co.
Chartered Accountants
Firm Registration. No. 105335W

For and on behalf of the Board of Directors
SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132651

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Place : Mumbai
Date : 12th August, 2020

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

ASSESSMENT YEAR 2020-21

ANNEXURE " A" TO FORM 3CD

Particulars of Depreciation allowable as per the Income-Tax Act, 1961 in respect of each asset pursuant to Clause 14 of Form 3CD

Sr. No.	PARTICULARS	RATE OF DEP. (%)	W.D.V AS ON 01.04.2019	ADDITIONS UPTO 30.9.2019	ADDITIONS AFTER 30.9.2019	DEDUCTIONS	TOTAL	DEPRECIATION ALLOWABLE	W.D.V AS ON 31.03.2020
2	Office Building	10%	1,34,64,750	-	25,100	-	1,34,89,850	13,47,730	1,21,42,120
3	Office Equiment	15%	2,35,085	-	-	-	2,35,085	35,263	1,99,823
4	Motor Car	15%	4,99,184	-	-	-	4,99,184	74,878	4,24,306
5	Computer	40%	88,602	1,58,207	3,16,119	-	5,62,928	1,61,947	4,00,981
6	Furniture	10%	47,21,245	-	40,000	-	47,61,245	4,74,124	42,87,122
	TOTAL		**1,90,08,866**	**1,58,207**	**3,81,219**	**-**	**1,95,48,293**	**20,93,941**	**1,74,54,351**

Financial Year 2019-2020

Assessment Year 2020-21

Defered Tax Calculation As per Accounting Statndard 22		
Current Year Defered Tax Calculation		
Depreciation as per Books	1,74,54,351	
Depreciation as per IT Act	1,74,54,351	
Difference		-
Rate of tax @ 25.168%		**25.168%**
(22% Tax + 10% Surcharg + 4% Cess)		
Deferred Tax Liability		**-**
Deferred tax Assets		
Gratuity Provision	13,86,579	
Preliminary Exp 35D	7,00,000	**20,86,579**
Rate of tax @ 25.168%		**5,25,150**
Deferred tax Assets		**5,25,150**
Deferred Tax Liabilities as on 31-03-2019		
Opening Deferred Tax Liabilities		-
Deferred tax exp		**(5,25,150)**
Business and Profession		
Net Profit		1,43,98,051
Add		
IPO Expenses	8,75,000	
Depreciation	20,93,941	
Gratuity	13,86,579	
Capital Expense Authorised Capital	6,31,000	
Int on TDS	-	49,86,520
Less:		
Depreciation as per IT	20,93,941	
35D	1,75,000	
Dividend income	-	
		22,68,941
Gross Total Income		1,71,15,630
Deduction un 80G		-
Net Total Income		**1,71,15,630**
Tax	43,07,662	
Less TDS	53,93,695	
Add : 14A	-	
	(10,86,034)	
	-	

INDEPENDENT AUDITOR'S REPORT

To the Members of
Secmark Consultancy Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Secmark Consultancy Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, its profit and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations, which has impact on its financial position in its financial statements.

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There is no amount due to transfer to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2020.

For **D. Kothary & Co**
Chartered Accountants
(Firm Registration No. 105335W)

Mehul N. Patel
Partner
Membership No. 132650
Place: Mumbai
Date: 12th August 2020
UDIN: 20132650AAAADJ9180

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

Annexure A to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

i. In respect of its Fixed Assets:

a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant & equipment on the basis of available information.

b) As explained to us, all the property, plant & equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

c) According to the documents provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date.

ii. The Company does not hold any inventories during the year, hence this clause is not applicable.

iii. The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

v. The Company has not accepted any deposits from the public.

vi. To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act, in respect of the business activities rendered by the Company.

vii. According to the information and explanations given to us in respect of statutory dues:

a) Undisputed statutory dues in respect of sales tax, service tax, withholding taxes, provident fund, and employees' state insurance, cess as applicable and any other statutory dues have been regularly deposited with the appropriate authorities. There were no undisputed amounts payable in respect of Income-tax, Custom Duty, GST, Cess and other material statutory dues in arrears as at 31st March 2020, for a period of more than six months from the date they became payable.

b) There are no statutory dues pending to be deposited on account of disputes pending with various forums.

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

viii. Based on our audit procedures and as per the information and explanations given by management, the Company has not defaulted in repayment of dues to any bank and financial institution.

ix. According to the information and explanations given to us, the Company had raised money by way of term loans during the year, and applied for the purpose it was obtained.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. The Company has paid/provided for managerial remuneration in the books of accounts in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **D. Kothary & Co**
Chartered Accountants
(Firm Registration No. 105335W)

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

Mehul N. Patel
Partner
Membership No. 132650
Place: Mumbai
Date: 12th August 2020
UDIN: 20132650AAAADJ9180

Annexure - B to the Auditors' Report

To the Members of

Secmark Consultancy Limited

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

We have audited the internal financial controls over financial reporting of **Secmark Consultancy Limited** ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

D. KOTHARY & CO. CHARTERED ACCOUNTANTS MUMBAI

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **D. Kothary & Co**
Chartered Accountants
(Firm Registration No. 105335W)

D. KOTHARY & CO. MUMBAI CHARTERED ACCOUNTANTS

Mehul N. Patel
Partner
Membership No. 132650
Place: Mumbai
Date: 12th August 2020
UDIN: 20132650AAAADJ9180

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
BALANCE SHEET AS AT MARCH 31, 2020

Sr. No	Particulars		Notes	As at March 31, 2020 Amount In Rs.	As at March 31, 2019 Amount In Rs.
I.	**EQUITY AND LIABILITIES**				
1	**Shareholders' funds**				
	(a)	Share capital	3	**3,01,00,000**	1,00,000
	(b)	Reserves and surplus	4	**1,20,13,281**	3,13,98,004
				4,21,13,281	3,14,98,004
2	**Non current liabilities**				
	(a)	Long Term Borrowings	5	**90,02,128**	-
	(b)	Long Term Provisions	6	**13,72,439**	-
				1,03,74,567	**-**
3	**Current liabilities**				
	(a)	Short-term borrowings	7	**15,63,820**	42,49,123
	(b)	Trade Payable		**8,49,889**	25,000
	(c)	Other current liabilities	8	**61,44,252**	1,30,33,637
	(d)	Short term provisions	9	**14,140**	-
				85,72,101	1,73,07,760
	TOTAL			**6,10,59,950**	4,88,05,764
II.	**ASSETS**				
1	**Non current assets**				
	(a)	Fixed assets			
		(i) Tangible assets	10	**1,74,54,351**	1,90,08,866
	(b)	Non current investments	11	**26,50,349**	26,50,349
	(c)	Deferred Tax Assets (Net)	12	**5,25,150**	-
	(d)	Other Non Current Assets	13	**2,68,52,012**	1,91,00,423
				4,74,81,862	4,07,59,638
2	**Current assets**				
	(a)	Trade receivables	14	**1,14,30,672**	72,55,354
	(b)	Cash and Cash Equivalents	15	**91,988**	3,63,818
	(c)	Short term loans and advances	16	**20,55,428**	4,26,954
				1,35,78,087	80,46,126
	TOTAL			**6,10,59,950**	4,88,05,764
	Significant accounting policies & Notes to financial statements		1 to 30		

As per our report of even date

For D. Kothary & Co.
Chartered Accountants
Firm Registration. No. 105335W

For and on behalf of the Board of Directors
SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director& CFO
DIN : 08281489

Place : Mumbai
Date : 12th August, 2020

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Sr. No	Particulars	Notes	2019-2020 Amount In Rs.	2018-2019 Amount In Rs.
I.	Revenue from operations	17	**5,62,56,131**	3,82,58,284
II.	Other income	18	**12,16,780**	7,40,651
III	**Total Revenue (A)**		**5,74,72,911**	3,89,98,935
IV	Expenses:			
	Employee benefits expenses	19	**2,73,61,153**	1,71,61,151
	Finance cost	20	**8,31,303**	1,21,852
	Depreciation and amortization expenses	10	**20,93,941**	10,42,575
	Other Expenses	21	**1,27,88,814**	67,83,287
V	**Total Expenses (B)**		**4,30,75,211**	2,51,08,865
VI	**Profit before tax (A-B)**		**1,43,97,700**	1,38,90,070
VII	**Tax expense:**			
	Current tax		**43,07,573**	38,64,218
	Deferred tax		**(5,25,150)**	-
	Adjustment for Earlier year		**-**	(2,36,063)
VIII	**Profit for the year (VI-VII)**		**1,06,15,277**	1,02,61,915
	Earning per share on Equity Shares of Rs. 10 each (Refer to Note 24)			
	- Basic (P. Y. Restated)		**3.53**	3.41
	- Diluted (P. Y. Restated)		**3.50**	3.41
	Significant accounting policies & Notes to financial statements	1 to 30		

As per our report of even date

For D. Kothary & Co.
Chartered Accountants
Firm Registration. No. 105335W

For and on behalf of the Board of Directors
SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director& CFO
DIN : 08281489

Place : Mumbai
Date : 12th August, 2020

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

Particulars	2019-20 Amount In Rs.	2018-19 Amount In Rs.
A. Cash Flow From Operating Activities :		
Net profit before tax as per statement of profit and loss	**1,43,97,700**	1,38,90,070
Adjustments for :		
Depreciation	**20,93,941**	10,42,575
Interest Income	**(12,16,780)**	(7,40,651)
Gratuity Provision	**13,86,579**	-
Interest Expenses	**8,31,303**	1,21,852
Operating Cash Flow Before Working Capital Changes	**1,74,92,744**	1,43,13,846
Changes in current assets and liabilities		
(Increase)/ Decrease in Trade receivables	**(41,75,318)**	10,65,954
(Increase)/ Decrease loans and advances & Other Current Assets	**(49,34,974)**	(20,46,811)
Increase/ (Decrease) in other current Liabilities & Provisions	**(71,23,182)**	1,02,53,065
Cash Generated From Operations	**12,59,270**	2,35,86,054
Payment of Taxes (Net of Refunds)	**(38,64,218)**	(34,50,764)
Net Cash Flow From Operating Activities (A)	**(26,04,948)**	2,01,35,290
B. Cash Flow From Investing Activities :		
(Purchase)/ Sale of Fixed Assets	**(5,39,426)**	(1,47,67,410)
(Increase)/ Decrease in Fixed Deposits	**(44,45,089)**	(42,93,300)
(Purchase)/ Sale of Investments (net)	**-**	(21,00,349)
Interest received from Fixed Deposit and Bonds	**12,16,780**	7,40,651
Net Cash Flow From Investment Activities (B)	**(37,67,735)**	(2,04,20,408)
C. Cash Flow From Financing Activities :		
(Repayment) /Proceed of borrowings from financial institutions/Others	**69,32,157**	7,19,439
Interest on short term borrowing	**(8,31,303)**	(1,21,852)
Net Cash From / (Used In) Financing Activities (C)	**61,00,853**	5,97,587
Net Increase In Cash Or Cash Equivalents (A+B+C)	**(2,71,830)**	3,12,469
Cash And Cash Equivalents At The Beginning Of The Year	**3,63,818**	51,349
Cash And Cash Equivalents As At The End Of The Year	**91,988**	3,63,818
Component of cash and cash equivalents (Refer note 15)		

As per our report of even date

For D. Kothary & Co.
Chartered Accountants
Firm Registration No. 105335W

Mehul N. Patel
Partner
Membership No.: 132650

Place : Mumbai
Date : 12th August, 2020

For and on behalf of Board of Directors
SecMark Consultancy Limited

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director& CFO
DIN : 08281489

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

Notes to financial statements for the year ended March 31, 2020

Note 1: Corporate information

Secmark Consultancy Limited was originally incorporated as a Private Limited Company on August 03, 2011, under the provision of Companies Act, 1956 and subsequently converted into Public Limited Company pursuant to a shareholders' resolution passed at the Extra-Ordinary General Meeting held on January 28, 2020.

Name of the Company was changed from SecMark Consultancy Private Limited to "SecMark Consultancy Limited" and fresh Certificate of Incorporation dated March 02, 2020, was issued by Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification is U67190MH2011PLC220404 and its registered office is situated at Plot No 36/227, RDP-10, Sector-6,Charkop, Kandivali-West Mumbai - 400067.

The current paid up share capital of the company is Rs. 3,01,00,000. (Three crore one Lakh only)

The Company offers services in the areas of Compliance, Operations, Software Development, Risk Management, Outsourcing and other areas to financial market participants.

Clients include leading Brokerage Houses, Depository Participants, Stock Exchanges, Wealth Managers, Research Analyst, Insurance Companies, Insurance Brokers, Corporate Agents, Portfolio Managers, Investment Advisors, NBFCs, Banks, etc.

Note 2: Significant accounting policies

a) Basis of preparation of financial statements:

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013 ('the Act') (except as specifically mentioned), and the accounting principles generally accepted in India and comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2014 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable.

The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

b) Use of estimates:

The preparation of Financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of financial statements. Actual results could differ from those estimated. Any revision to accounting estimates is recognised prospectively in future periods.

c) Revenue recognition:

The company derives its revenue primarily from management & consultancy services. Revenue is recognized at pre-determined rated as defined under contracts with clients and accounted for at the time of execution of transactions/events.

Interest income is recognized using the time proportion method, based on the transactional interest rates.

d) Investments:

Investments are classified into non current investments and current investments. Investments which are intended to be held for more than one year are classified as non current investments and investments which are intended to be held for less than one year, are classified as current investments. Non current investments are stated at cost and a provision for diminution in value of non current investments is made only if the decline is other than temporary in the opinion of the management. Current investments are valued at cost or market/fair value whichever is lower.

e) Provisions, Contingent Liabilities and Contingent Asset :

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

f) Fixed assets and depreciation :

i. Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less depreciation.

ii. Depreciation on assets is provided on the written down value method as per the income tax rate. Depreciation on newly purchase assets is provided proportionately as per income tax basis.

g) Taxation :

a) Current Tax:

Provision for tax is based on the taxable profit for the accounting year after taking into consideration the relevant provisions of the Income Tax Act, 1961.

h) Earnings per share :

The basic earnings per share is computed by dividing the net profit / loss attributable to the equity shareholders for the period by the number of equity shares outstanding on the last day of reporting period. In computing dilutive earnings per share, only potential equity shares that are dilutive and that reduce profit / loss per share are included.

SECMARK CONSULTANCY LIMITED

Notes to financial statements for the year ended March 31, 2020

NOTE 3 (a) :- SHARE CAPITAL

Particulars	As at 31 March 2020 Amount In Rs.	As at 31 March 2019 Amount In Rs.
AUTHORISED SHARE CAPITAL		
50,00,000 (Previous Year 10,000) Equity Shares of Rs.10 each	**5,00,00,000**	1,00,000
Total	**5,00,00,000**	1,00,000
ISSUED, SUBSCRIBED AND PAID UP		
301000 (PY 10000) Equity Shares of Rs.10 each fully paid up	**3,01,00,000**	1,00,000
Total	**3,01,00,000**	1,00,000

NOTE 3 (b) :- The company has only one class of equity with a par value of Rs. 10/- per share. Each holder of equity shares is entitle to one vote per share.

NOTE 3 (c) :- The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2020 and March 31, 2019 is set out below

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares held	Amount In Rs.	No. of shares held	Amount In Rs.
Equity Shares				
Number of Shares at the beginning	**10,000**	**1,00,000**	10,000	1,00,000
Add : Further Issue of Shares as Bonus	**30,00,000**	**3,00,00,000**	-	-
Number of shares at the end	**30,10,000**	**3,01,00,000**	10,000	1,00,000

NOTE 3 (d) :- Details of Shares held by each Shareholder holding more than 5% Shares:

Class of shares / Name of Shareholders	As at March 31, 2020		As at March 31, 2019	
	No. of shares held	% holding	No. of shares held	% holding
Equity Shares with voting rights				
Secmark Holding Private Limited	**30,10,000**	**100.00%**	10,000	100.00%

SECMARK CONSULTANCY LIMITED
Notes to financial statements for the year ended March 31, 2020

Particulars	As at 31 March 2020 Amount In Rs.	As at 31 March 2019 Amount In Rs.
NOTE 4 :- RESERVES AND SURPLUS		
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	**3,13,98,004**	2,11,36,089
Add: Profit / (Loss) for the year	**1,06,15,277**	1,02,61,915
	4,20,13,281	3,13,98,004
Less : Transferred to Capital as Bonus Issue	**3,00,00,000**	-
	1,20,13,281	3,13,98,004
Total	**1,20,13,281**	3,13,98,004
NOTE 5 :- LONG TERM BORROWINGS		
Term loan from Bank	**90,02,128**	-
(Secured against Property)		
Total	**90,02,128**	-
NOTE 6 :- LONG TERM PROVISIONS		
Gratuity Provisions	**13,72,439**	-
Total	**13,72,439**	-
NOTE 7 :- SHORT TERM BORROWINGS		
Secured		
Bank Loans repayable on demand	**15,63,820**	42,49,123
(Secured against Fixed Deposit)		
Total	**15,63,820**	42,49,123
NOTE 8 :- OTHER CURRENT LIABILITIES		
Current maturities of long term Borrowings	**6,15,331**	-
Statutory liabilities	**27,09,479**	16,00,664
Sundry Creditors for Expenses & Assets	**-**	1,01,69,900
Deposit from Customer	**1,50,000**	-
Salary Payable	**23,20,737**	12,33,073
ESOP Outstanding	**4,313**	-
Other Payable	**3,44,392**	30,000
Total	**61,44,252**	1,30,33,637
NOTE 9 :- SHORT TERM PROVISIONS		
Gratuity Provision	**14,140**	-
Provision for tax (Net of Advance Tax)	**-**	-
Total	**14,140**	-

SECMARK CONSULTANCY LIMITED

Notes to financial statements for the year ended March 31, 2020

NOTE 10 :- FIXED ASSETS

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2019	Additions	Disposals	Balance as at 31 March, 2020	Balance as at 1 April, 2019	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2020	Balance as at 31 March, 2020	Balance as at 31 March, 2019
	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.
(A) Tangible assets										
Furniture and Fixtures	63,17,100	40,000	-	63,57,100	15,95,855	4,74,124	-	20,69,979	42,87,122	47,21,245
Vehicle	7,51,442	-	-	7,51,442	2,52,258	74,878	-	3,27,136	4,24,306	4,99,184
Office Equipment	10,26,866	-	-	10,26,866	7,91,781	35,263	-	8,27,044	1,99,823	2,35,085
Building	1,38,10,000	25,100	-	1,38,35,100	3,45,250	13,47,730	-	16,92,980	1,21,42,120	1,34,64,750
Computer	1,18,854	4,74,326	-	5,93,180	30,252	1,61,947	-	1,92,199	4,00,981	88,602
Total	**2,20,24,262**	**5,39,426**	**-**	**2,25,63,689**	**30,15,396**	**20,93,941**	**-**	**51,09,337**	**1,74,54,351**	**1,90,08,866**
Previous year	72,56,852	1,47,69,744	2,334	2,20,24,262	19,72,821	10,42,575	-	30,15,396	1,90,08,866	52,84,031

SECMARK CONSULTANCY LIMITED
Notes to financial statements for the year ended March 31, 2020

Particulars	As at 31 March 2020 Amount In Rs.	As at 31 March 2019 Amount In Rs.
NOTE 11 :- NON-CURRENT INVESTMENTS		
Investment in Subsidiary (Unquoted)		
Investment in Equity Of Markets on Cloud	80,000	80,000
Investment in Bonds (Unquoted)		
NTPC- Bonds	5,00,000	5,00,000
APSTC Bond	20,70,349	20,70,349
Total	26,50,349	26,50,349
NOTE 12 :- DEFERRED TAX ASSETS (NET)		
On account of 43B Gratuity	3,48,974	-
On Account of 35D	1,76,176	-
Total	5,25,150	-
NOTE 13 :- OTHER NON CURRENT ASSETS		
(Unsecured, considered good)		
Loan to Sameer Family for Land at Murbad	80,34,800	58,58,300
Fixed Deposit for more than 12 month maturity	1,76,87,212	1,32,42,123
(Secured against Overdraft)		
Security Deposit	11,30,000	-
Total	2,68,52,012	1,91,00,423
NOTE 14 :- TRADE RECEIVABLES		
(Unsecured, considered good)		
More than six months	1,31,519	7,29,494
Other trade receivables	1,12,99,153	65,25,860
(See also Note No 28)		
Total	1,14,30,672	72,55,354
NOTE 15 :- CASH AND CASH EQUIVALENTS		
(a) Cash on hand	91,021	3,63,224
(b) Balances with banks		
(i) In Current accounts	967	594
Total	91,988	3,63,818
NOTE 16 :- SHORT TERM LOANS AND ADVANCES		
Advance tax & TDS Receivable (Net of Provision)	13,70,084	2,05,514
Loans and Advances to Employee	5,49,319	1,92,310
Advances for Expenses	1,36,025	21,130
Loan to Subsidiary & Related party	-	8,000
Total	20,55,428	4,26,954

SECMARK CONSULTANCY LIMITED

Notes to financial statements for the year ended March 31, 2020

Particulars	2019-2020 Amount in Rs.	2018-2019 Amount in Rs.
NOTE 17 :- REVENUE FROM OPERATIONS		
Sale of Services	**5,62,56,131**	3,82,58,284
(See also Note No 29)		
Total	**5,62,56,131**	3,82,58,284
NOTE 18 :- OTHER INCOMES		
Interest from bank & Investments	**12,16,780**	7,40,651
Other income	**-**	-
Total	**12,16,780**	7,40,651
NOTE 19 :- EMPLOYEE BENEFIT EXPENSES		
Salary, wages, bonus and allowances	**2,54,94,701**	1,66,62,023
Contritution to PF and Other Fund	**13,86,579**	-
Employee Compensation Expenses (ESOP)	**4,313**	-
Employee welfare and other amenities	**4,75,560**	4,99,128
Total	**2,73,61,153**	1,71,61,151
NOTE 20 :- FINANCE COST		
Interest - Bank OD and Term Loan	**8,31,303**	1,21,852
Total	**8,31,303**	1,21,852
NOTE 21 :- OTHER EXPENSES		
Auditors' Remuneration	**70,000**	25,000
Business Promotion Expenses	**11,61,684**	6,89,421
Professional Fees Paid	**44,30,881**	20,80,819
Conveyance & Travelling Expenses	**18,03,541**	19,47,164
Repairs & Maintenance	**6,79,761**	2,59,530
Receivables Not Recoverable	**6,38,252**	-
Rent, Rates & taxes	**17,62,945**	-
IPO Expenses	**8,75,000**	-
Office Expenses	**6,63,170**	5,94,941
Printing & Stationery Expenses	**3,51,588**	2,70,958
Miscellaneous Expenses	**3,51,992**	9,15,454
Total	**1,27,88,814**	67,83,287

Note 22 Auditors Remuneration

Particulars	As At March 31, 2020	As At March 31, 2019.
For Audit Fees	**50,000**	15,000
For Tax Audit Fees	**20,000**	10,000
Total	**70,000**	25,000

Note 23 Related Party Transactions

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below

23.1 Relationships during the year

(A) Holding Company
Secmark Holdings Private Limited

(B) Subsidiary Company
Markets on Cloud Private Limited

(C) Key Managerial Personnel & their relatives
- Jignesh Mehta (CEO & MD from 01st January 2020)
- Sagar Thanki (CFO & ED from 27th January 2020)
- Sunil Bang (Company Secretary from 01st January 2020)
- Anita Mehta (Relative of Jignesh Mehta)
- Nirav Thanki (Relative of Sagar Thanki)
- Yogita Thanki (Relative of Sagar Thanki)
- Hansaben Thanki (Relative of Sagar Thanki)
- Disha Thanki (Relative of Sagar Thanki)
- Rakhi Bang (Relative of Sunil Bang)

(D) Other Directors & their relatives
- Binod Chandra Maharana (Independent Director)
- Priti Nigam Gandhi (Independent Director)
- Ravi Ramiya (Non executive)
- Shardul Shah (Non executive)
- Ilaben Shah (till 6th August 2019) (Relative of Shardul Shah)
- Indira Ramaiya (till 12th August 2019) (Ralative of Ravi Ramaiya)
- Hiral Shah (till 30th October 2019) (Relative of Shardul Shah)

23.2 Related party transaction during the year:

Particulars	2019-20	2018-19
(A) Transaction with related parties during the year		
Directors Remuneration		
- Indira Ramaiya	**5,00,000**	12,12,000
- Hiral Shah	**6,00,000**	8,86,000
- Jignesh Mehta	**28,55,000**	-
- Sagar Thanki	**4,13,555**	-
Salaries and Allownaces		
- Anita Mehta	**10,05,000**	-
- Nirav Thanki	**2,81,242**	-
- Hiral Shah	**3,00,000**	-
- Indira Ramaiya	**4,00,000**	-
- Yogita Thanki	**2,97,500**	-
- Hansaben Thanki	**2,97,500**	-
- Disha Thanki	**2,97,500**	-
- Sunil Bang	**5,20,000**	
- Rakhi Bang	**2,80,000**	
- Trupti Ramaiya	**12,00,000**	-
Rent Expenses		
- Trupti Ramaiya	**6,00,000**	-
- Hiral Shah	**75,000**	-
Professional Fees Paid		
- Shah and Ramaiya	**3,00,000**	-

SECMARK CONSULTANCY LIMITED
CIN No. U67190MH2011PLC220404
Notes to the financial statements for the year ended March 31, 2020

Note 24 Earning Per Share

Particulars	As At March 31, 2020	As At March 31, 2019
Net profit after tax as per statement of profit and loss	**1,06,15,277**	1,02,61,915
Number of equity shares outstanding during the year	**30,10,000**	10,000
Restated Number of equity shares outstanding during the year (Bonus Issue)	**30,10,000**	30,10,000
Effect of Dilution:		
Share options	**24,600**	-
Restated Number of equity shares adjusted after dilution (Bonus Issue)	**30,34,600**	30,10,000
Basic earnings per share (Restated)	**3.53**	3.41
Diluted earnings per share (Restated)	**3.50**	3.41

Note 25 Employee Stock Option Scheme 2019

During the year ended 31st March 2020, the Company had instituted an Employee Stock Option Scheme 2019 ('ESOP 2019') as approved by the Board on December 20, 2019 and Shareholdres on January 28,2020 for issuance of stock option to eligible employees of the Company. Under the subject ESOP 2019, 1,00,000 Options exercisable into an aggregate of 1,00,000 Equity Shares in the Company of face value of Rs. 10/- each fully paid-up, would be available for grant to the eligible employees of the Company under the ESOP 2019, in one or more tranches.

The objective of the ESOP 2019 is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to the said Scheme, Stock options convertible into 24,600 equity shares vide ESOP Scheme 2019 (PY. Nil) of Rs. 10/- each were granted to eligible employee at an exercise price of Rs. 10/- per shares.

Particulars	ESOP Scheme 2019
No of Options Granted	24,600
Method of Accounting	Intrinsic Value
Vesting Period	1 Year
Grant Date	16th March 2020
Exercise/ Expiry Date	16th March 2024
Exercise Period	4 years from the grant date
Intrinsic Value	Rs. 14
Grant/Exercise Price	Rs. 10
Method of Settlement	Equity Settled

Note 26 Employee Benefit obligations

a) Defined Contribution Plans

The Company operates defined contribution schemes like provident fund schemes. For these schemes contributions are made by the company, based on current salaries, to the recognized funds maintained by the Government. In case of provident fund schemes, contributions are also made by employees.

b) Defined Benefit Plans

Gratuity

The benefits are determined using the projected unit credit method with actuarial valuation being carried out at each Balance Sheet date.

The movement in the defined benefit liability over the year is as follows:

	2019-20	2018-19
As at 1st April	**14,33,529**	**9,66,573**
Interest Cost	1,00,347	74,909
Past Service Cost	-	-
Current Service cost	5,26,010	3,89,660
Benefits Paid	-	-
Actuarial (Gain)/ Loss on the obligation	(6,73,307)	2,387
As at 31st March	**13,86,579**	**14,33,529**

Principal actuarial assumptions

	2019-20	2018-19
Discount Rate	**7.00%**	7.75%
Salary Escalation	**5.00%**	5.00%

Notes to the financial statements for the year ended March 31, 2020

Note 27 The Company has not received intimation from most of the suppliers regarding the status under the Micro, Small and Medium Enterprise Development Act, 2006, and hence disclosure requirements in this regard as per Schedule III of the Companies Act, 2013 is not being provided.

Note 28 Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19)

The World Health Organization declared the outbreak of COVID-19 as a public health emergency of international concern on January 30, 2020 and a pandemic on March 11, 2020. The Government of India announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions.

However given that Our Company had established its own cloud infrastructure much before the Pandemic, there has been no impact on the functioning of Our Company. The team members have been working from home during lockdown and have been able to execute their responsibilities and service clients without any disruption, difficulty or delay

The Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of its current and non-current assets, after considering internal and external sources of information as at the date of approval of these financial statements. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of Trade Receivables. In assessing recoverability of trade receivables, the Company has considered subsequent recoveries, past trends and credit risk profiles of the clients and all internal and external information available up to the date of issuance of these financial statements. Based on the above assessment, the Company is of the view that carrying amounts of trade receivables are expected to be realisable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial statements, and the Company will continue to closely monitor the developments.

Note 29 Revenue from Contracts with Clients:

The Company has evaluated the impact of COVID-19 resulting from (i) the possible constraints to continue its operations and revisions in costs to fulfill the pending obligations (ii) penalties, if any, relating to breaches of agreements and (iii) termination or deferment of contracts by clients. The Company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods

Note 30 Figures of previous year are regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year

As per our report of even date

For D. Kothary & Co.	**For and on behalf of the Board of Directors**	
Chartered Accountants	**SecMark Consultancy Limited**	
Firm Registration. No. 105335W		
Mehul N. Patel	**Jignesh Mehta**	**Sagar Thanki**
Partner	Managing Director & CEO	Executive Director& CFO
Membership No.: 132651	DIN : 07929488	DIN : 08281489
Place : Mumbai		
Date : 12th August, 2020		
	Sunil Bang	
	Company Secretary	

SECMARK CONSULTANCY LIMITED

ASSESSMENT YEAR 2020-21

ANNEXURE " A" TO FORM 3CD

Particulars of Depreciation allowable as per the Income-Tax Act, 1961 in respect of each asset pursuant to Clause 14 of Form 3CD

Sr. No.	PARTICULARS	RATE OF DEP. (%)	W.D.V AS ON 01.04.2019	ADDITIONS UPTO 30.9.2019	ADDITIONS AFTER 30.9.2019	DEDUCTIONS	TOTAL	DEPRECIATION ALLOWABLE	W.D.V AS ON 31.03.2020
2	Office Building	10%	1,34,64,750	-	25,100	-	1,34,89,850	13,47,730	1,21,42,120
3	Office Equiment	15%	2,35,085	-	-	-	2,35,085	35,263	1,99,823
4	Motor Car	15%	4,99,184	-	-	-	4,99,184	74,878	4,24,306
5	Computer	40%	88,602	1,58,207	3,16,119	-	5,62,928	1,61,947	4,00,981
6	Furniture	10%	47,21,245	-	40,000	-	47,61,245	4,74,124	42,87,122
	TOTAL		**1,90,08,866**	**1,58,207**	**3,81,219**	**-**	**1,95,48,293**	**20,93,941**	**1,74,54,351**

Financial Year 2019-2020

Assessment Year 2020-21

Defered Tax Calculation As per Accounting Statndard 22		
Current Year Defered Tax Calculation		
Depreciation as per Books	1,74,54,351	
Depreciation as per IT Act	1,74,54,351	
Difference		-
Rate of tax @ 25.168%		**25.168%**
(22% Tax + 10% Surcharg + 4% Cess)		
Deferred Tax Liability		**-**
Deferred tax Assets		
Gratuity Provision	13,86,579	
Preliminary Exp 35D	7,00,000	**20,86,579**
Rate of tax @ 25.168%		**5,25,150**
Deferred tax Assets		**5,25,150**
Deferred Tax Liabilities as on 31-03-2019		
Opening Deferred Tax Liabilities		-
Deferred tax exp		**(5,25,150)**
Business and Profession		
Net Profit		1,43,97,700
Add		
IPO Expenses	8,75,000	
Depreciation	20,93,941	
Gratuity	13,86,579	
Capital Expense Authorised Capital	6,31,000	
Int on TDS	-	49,86,520
Less:		
Depreciation as per IT	20,93,941	
35D	1,75,000	
Dividend income	-	
		22,68,941
Gross Total Income		1,71,15,279
Deduction un 80G		-
Net Total Income		**1,71,15,279**
Tax	43,07,573	
Less TDS	53,93,695	
Add : 14A	-	
	(10,86,122)	
	-	

INDEPENDENT AUDITORS' REPORT

To
The Members of MARKETS ON CLOUD PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **MARKETS ON CLOUD PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as on March 31, 2020, the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness Of the accounting records, relevant to the preparation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

K. R. PARIKH
MUMBAI
F. C. A.
No. 38218
CHARTERED ACCOUNTANT

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as on March 31, 2020, and its profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. This Report does not include a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, since in my opinion and according to information and explanation given to me, the said order is not applicable to the company

2. As required by section 143(3) of the Act, we report that:

    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

    c. The Company does not have any branch and therefore, Section 143(8) of the Act is not applicable.

K. R. PARIKH
MUMBAI
F. C. A.
No. 38218
CHARTERED ACCOUNTANT

d. The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;

e. In our opinion, the aforesaid financials statement comply with the Accounting Standards specified under Section 133 of the Act, Read with Rule 7 of the Companies (Accounts) Rules, 2014.

f. On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company does not have any litigation that would impact its financial statement.

    ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

    iii. The Company is not required to transfer any amounts to Investor Education and Protection Fund.

For Kiran Parikh & Co
Chartered Accountants
FRN: 105189W

CA Kiran Parikh
Partner
Membership No: 38218

Markets on Cloud Private Limited

Balance Sheet as at 31-Mar-2020 — **In Rs (Rupees)**

		Particulars	Note No.	as at 31-Mar-2020		as at 31-Mar-2019	
I.		**EQUITY AND LIABILITIES**					
	1	**Shareholders' Funds**			**100525**		**100254**
		(a) Share Capital	1	100000		100000	
		(b) Reserves and Surplus	2	525		254	
	2	**Current Liabilities**			**80**		**0**
		(a) Short term Provision	3	80		0	
		Total			**100605**		**100254**
II.		**ASSETS**					
	1.	**Current Assets**			**100605**		**100254**
		(a) Cash and Cash Equivalents	4	100605		100254	
		Total			**100605**		**100254**

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

As per our report of even date

For Kiran Parikh & Co.
Chartered Accountants
Firm Registration No. 105189W

CA Kiran Parikh
Partner
Membership No. 38218

For and On behalf of the Board
Markets on Cloud Private Limited

Shardul Shah
Director
DIN:03510251

Ravi Ramaiya
Director
DIN :03510258

Place: Mumbai

Date: 11th August, 2020

Markets on Cloud Private Limited

Statement of Profit and Loss for the year ended 31-Mar-2020 **In Rs (Rupees)**

Sr. No.	Particulars	Note	1-Apr-2019 to 31-Mar-2020	1-Apr-2018 to 31-Mar-2019
I	**Revenue from Operations**			
II	**Other Income**	5	**1000**	**0**
III	**TOTAL REVENUE (I + II)**		**1000**	**0**
IV	**EXPENSES**			
	Other Expenses	6	649	636
	TOTAL EXPENSES		**649**	**636**
V	**Profit before Exceptional and Extraordinary Items and Tax (III-IV)**		**351**	**-636**
VI	Exceptional Items		-	-
VII	**Profit before Extraordinary Items and Tax**		**351**	**-636**
VIII	Extraordinary Items		-	-
IX	**Profit Before Tax**		**351**	**-636**
X	**Tax Expense**			
	Current Tax		80	0
	Deferred Tax		-	-
XI	**Profit/(Loss) for the period from Continuing Operations(IX-X)**		**271**	**-636**
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	**Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)**		**-**	**-**
XV	**Profit(Loss) for the Period(XI+XIV)**		**271**	**-636**
XVI	**Earnings per Equity Share**			
	-Basic		-	-
	-Diluted		-	-
	Significant Accounting Policies			

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

As per our report of even date

For Kiran Parikh & Co.
Chartered Accountants
Firm Registration No. 105189W

CA Kiran Parikh
Partner
Membership No. 38218

Place: Mumbai

Date : 11th August, 2020

For and On behalf of the Board
Markets on Cloud Private Limited

Shardul Shah
Director
DIN:03510251

Ravi Ramaiya
Director
DIN :03510258

Markets on Cloud Private Limited

Notes to and forming part of Balance Sheet as at 31-Mar-2020

1 . Share Capital

1 . 1 Authorized, Issued, Subscribed and Paidup share capital In Rs (Rupees)

Particulars	as at 31-Mar-2020		as at 31-Mar-2019	
	Number of Shares	Amount	Number of Shares	Amount
Authorised Share Capital				
Equity Shares of ₹ 10,000.00 each	10000	100000	10000	100000
Total	**10000**	**100000**	**10000**	**100000**
Issued Share Capital				
Equity Shares of ₹ 10,000.00 each	10000	100000	10000	100000
Total	**10000**	**100000**	**10000**	**100000**
Subscribed and fully paid				
Equity Shares of ₹ 10,000.00 each	10000	100000	10000	100000
Total	**10000**	**100000**	**10000**	**100000**
Total	**10000**	**100000**	**10000**	**100000**

1.2 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	as at 31-Mar-2020		as at 31-Mar-2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Secmark Consultancy Pvt ltd	10000	100	1000	10

2 . Reserves and Surplus In Rs (Rupees)

Particulars	as at 31-Mar-2020	as at 31-Mar-2019
Surplus	**525**	**254**
Opening Balance	254	890
(+) Net profit/(Net loss) for the Current Year	351	-636
(-) Provision for Tax	80	0
Closing balance	525	254
Total	**525**	**254**

3 . Short term Provision In Rs (Rupees)

Particulars	as at 31-Mar-2020	as at 31-Mar-2019
Provision for Tax	80	0
Total	**80**	**0**

4. Cash and Cash Equivalents In Rs (Rupees)

Particulars	as at 31-Mar-2020	as at 31-Mar-2019
Balances with banks	**63715**	**64364**
In Current Account	63715	64364
Cash on hand	**36890**	**35890**
Total	**100605**	**100254**

5 . Other Income In Rs (Rupees)

Particulars	1-Apr-2019 to 31-Mar-2020	1-Apr-2018 to 31-Mar-2019
Other Income	1000	0
Total	**1000**	**0**

6 . Other Expenses In Rs (Rupees)

Particulars	1-Apr-2019 to 31-Mar-2020	1-Apr-2018 to 31-Mar-2019
Miscellaneous expenses	**649**	**636**
Bank Charges	649	636
Total	**649**	**636**

MARKETS ON CLOUD PRIVATE LIMITED

CIN : U72200MH2016PTC274733

SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of financial statements

The Financial Accounts have been prepared under the historical cost convention, in accordance with the Accounting Standards issued by the Central Government and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All revenue/income and cost/expenditure having a material bearing on the financial statements are recognized on accrual basis as and when earned or incurred except recognition of dividend income.

Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in future periods.

Cash and cash equivalents

Cash and cash equivalents comprise of cash-in-hand and balance in bank in current accounts and deposit accounts.

Revenue recognition

- The Company is into providing IT Services to Market Participants. During the year no such revenue was accrued as application is in development phase, however revenue is recognized from miscellaneous income as per Accounting Standards prescribed by the government.

Provision and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Taxation

The current income tax charge is determined in accordance with the Income Tax Act, 1961applicable to the Company.

Earnings per share

In determining earnings per share, the Company considers the net profit after tax. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period.

NOTES TO THE ACCOUNTS

1. In the opinion of the Board the value of realization of Current Assets, Loans & Advances in the ordinary course of business would not be less than amount at which they are stated in the Balance Sheet. The provision for other known liabilities in adequate and not in excess of what is required

2. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

3. Previous year figures are regrouped and rearranged as per the current year's figures

4. Related party Disclosure Disclosures as required by the Accounting Standard 18 "Related Party Disclosure" are given below:

   a) Key Managerial Personnel:-
      (1) Ravi Ramaiya - Director
      (2) Shardul Shah - Director

   b) Transactions with related party:-

Sr No	Name of Party	Nature of Transaction	Amount in Rs as on 31/03/2020	Paid/ (received) during the period 2019-2020
	Nil			

For and on Behalf of Board of
Markets On Cloud Private Limited

Shardul Shah
Director

Place: Mumbai
Date: 11th August, 2020