SECMARK CONSULTANCY LTD.

**Annexure D**

**Date: August 31, 2026**

| To,<br>**BSE Limited,**<br>**The General Manager,**<br>Department of Listing Operations,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai – 400 001 | To,<br>**National Stock Exchange of India Limited**,<br>**The Manager, Listing Department**<br>Exchange Plaza, C-1, Block-G,<br>Bandra Kurla Complex, Bandra (East),<br>Mumbai – 400 051 |
|---|---|
| Scrip code: **543234** | Trading Symbol: **SECMARK** |

**Format of the Compliance Report to be submitted along with the draft scheme**

It is hereby certified that the draft scheme of arrangement involving SecMark Consultancy Limited, SecMark Holdings Private Limited and Codifi Finserv Private Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

| Sr. No | Reference | Particulars | Remarks |
|---|---|---|---|
| 1 | Regulations 17 to 27 of LODR Regulations | Corporate governance requirements | The Company is in compliance with the applicable corporate governance requirements prescribed under Regulations 17 to 27 of the SEBI (LODR) Regulations, 2015. |
| 2 | Regulation 11 of LODR Regulations | Compliance with securities laws | |
| Requirements of this circular | | | |
| (a) | Para (I)(A)(2) | Submission of documents to Stock Exchanges | The Scheme along with the requisite documents/information is been submitted to the Stock Exchanges for |

| Sr. No | Reference | Particulars | Remarks |
|---|---|---|---|
| | | | obtaining the No-Objection Letter. |
| (b) | Para (I)(A)(3) | Conditions for schemes of arrangement involving unlisted entities | The Scheme provides for amalgamation of the unlisted Transferor Companies with the listed Transferee Company. The applicable requirements relating to unlisted entities have been considered and the requisite disclosures/documents shall be submitted to the Stock Exchanges and incorporated in the explanatory statement, as applicable. |
| I | Para (I)(A)(4) (a) | Submission of Valuation Report | The Valuation Report issued by the Registered Valuer in respect of the Scheme, including the valuation workings and proposed share exchange ratios, is being submitted to the Stock Exchanges along with the Draft Scheme. |
| (d) | Para (I)(A)(5) | Auditors certificate regarding compliance with Accounting Standards | The Auditor's Certificate confirming that the accounting treatment proposed in the Scheme is in compliance with the applicable Accounting Standards has been obtained and is being submitted to the Stock Exchanges. |

| Sr. No | Reference | Particulars | Remarks |
|---|---|---|---|
| (e) | Para (I)(A)(10) | Provision of approval of public shareholders through e-voting | The Scheme provides for approval of the public shareholders of the Company through e-voting, wherever applicable, in accordance with the applicable SEBI requirements. |

SUNIL KUMAR BANG Digitally signed by SUNIL KUMAR BANG Date: 2026.08.31 17:09:24 +05'30'

RAVI VIJAY RAMAIYA Digitally signed by RAVI VIJAY RAMAIYA Date: 2026.08.31 20:29:54 +05'30'

**Sunil Kumar Bang** **Ravi Vijay Ramaiya**

**(Company Secretary and Compliance Officer)** **(Managing Director and CEO)**

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving SecMark Consultancy Limited are in compliance with all the Accounting Standards applicable to a listed entity.

SAGAR MANSUKHBHAI THANKI Digitally signed by SAGAR MANSUKHBHAI THANKI Date: 2026.08.31 20:27:58 +05'30'

RAVI VIJAY RAMAIYA Digitally signed by RAVI VIJAY RAMAIYA Date: 2026.08.31 20:29:12 +05'30'

**Sagar Mansukhbhai Thanki** **Ravi Vijay Ramaiya**

**(Chief Financial Officer)** **(Managing Director and CEO)**

**Date: August 31, 2026**