

Date: August 21, 2023

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Trading Symbol: **SECMARK**
Scrip Code: **543234**

Dear Sir/Madam,

Sub: Notice of 12th Annual General Meeting alongwith Annual Report of the Company for the Financial Year 2022-2023

With reference to above captioned and pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby enclose the Annual Report of the Company, SecMark Consultancy Limited for the Financial year 2022-2023 alongwith Notice of the 12th Annual General Meeting (AGM) of the shareholders of the Company to be held on Thursday, September 14, 2023 at 2.30 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Annual Report is also uploaded on the website of the Company.

Kindly take the above on record and oblige.

Thanking you,

FOR SECMARK CONSULTANCY LIMITED

Sunil Kumar Bang
Company Secretary & Compliance Officer

Place: Mumbai

Enclosure:
Annual Report 2022-2023



SECMARK
CONSULTANCY LIMITED

12TH
ANNUAL REPORT
2022-2023





12th
ANNUAL REPORT
2022-2023

SECMARK CONSULTANCY LIMITED

Registered Office : 36/227, RDP 10, Sector 6, Kandivali (West), Mumbai – 400067

CIN: L67190MH2011PLC220404

www.secmark.in





ABOUT

SECMARK CONSULTANCY LIMITED

SecMark is a Company incorporated in India, offering Consulting, Technology and Outsourcing services in the areas of compliance, operations, risk management, outsourcing, software development etc. to more than 300 financial market participants and others. The clients primarily include stock and commodity brokers, depository participants, stock exchanges, wealth managers, alternative investment funds, research analysts, insurance companies, insurance brokers, corporate agents, portfolio managers, investment advisors, NBFCs etc.

SERVICES

- Setting up financial services business in India
- Software Development
- Outsourcing
- System Audit and Cyber Security
- Forensic Audit
- Compliance Assistance
- Law, Litigation and Arbitration

PRODUCTS RANGE

- Back office solution for stock and commodity brokers.
- PMLA (client screening and transaction monitoring) solutions.
- E-KYC Solution
- Compliancesutra (A cloud based compliance solution)
- E-Learning product used by National Center for Financial Education

INDUSTRIES

- Capital Markets
- Insurance Sector
- RERA Compliance
- Education and E-Learning



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWELVETH ANNUAL GENERAL MEETING ("AGM") OF SECMARK CONSULTANCY LIMITED ("COMPANY") WILL BE HELD ON THURSDAY, THE 14TH DAY OF SEPTEMBER 2023, AT 2.30 P.M. (IST), THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES.

ORDINARY BUSINESS:

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

- a) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Director's and Auditor's thereon.
- b) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Auditors thereon, be and are hereby received, considered and adopted."

2) DIRECTOR LIABLE TO RETIREMENT BY ROTATION

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

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shardul Jashwantlal Shah (DIN: 03510251), Non-Executive Director of the Company, whose office is liable to retire by rotation and being eligible has offered himself for re-appointment as a Director at the ensuing Annual General Meeting, be and is hereby re-appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

3) TO REVISE AND APPROVE REMUNERATION OF MR. SAGAR MANSUKHBHAI THANKI, EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), amendment(s) and re-enactment(s) thereof and any rules thereunder for the time being in force, approval of members of the Company be and is hereby accorded to pay managerial remuneration upto Rs. 18,00,000/- (Rupees Eighteen lakhs only) per annum payable monthly by the Company to Mr. Sagar Mansukhbhai Thanki, Executive Director for a period from March 03, 2023 to March 02, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

4) TO CONSIDER CHANGE IN DESIGNATION OF DIRECTOR, MR. RAVI VIJAY RAMAIYA AND APPROVE APPOINTMENT OF MR. RAVI VIJAY RAMAIYA (DIN: 03510258) AS A MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereof (including any statutory modification(s), amendment(s) and re-enactment(s) thereof and any rules thereunder for the time being in force), approval of members of the Company be and is hereby accorded to change the designation of Mr. Ravi Vijay Ramaiya from Non-Executive Director to Managing Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT to appoint Mr. Ravi Vijay Ramaiya as the Managing Director of the Company for a period of 5 years with effect from June 15, 2023 to June 14, 2028 on a remuneration not exceeding Rs. 60,00,000/- (Rupees Sixty lakhs only) per annum payable monthly by the Company including basic salary, perquisites, allowances but excluding bonus for a period of 3 years with effect from June 15, 2023 to June 14, 2026, with authority to the Board of Directors to determine and vary or increase the remuneration within the aforesaid limits as may be agreed between the Board of Directors and Mr. Ravi Vijay Ramaiya.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

5) TO CONSIDER AND APPROVE APPOINTMENT OF MR. MICHAEL NANSON D’SOUZA, EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable

provisions, if any, of the Companies Act, 2013 and Schedule V thereof (including any statutory modification(s), amendment(s) and re-enactment(s) thereof and any rules thereunder for the time being in force) and the rules framed thereunder, approval of members of the Company be and is hereby accorded to appoint Mr. Michael Nanson D'souza (DIN: 01690296) as an Executive Director with effect from August 19, 2023 to August 18, 2028 on a remuneration not exceeding Rs. 30 lakhs per annum payable monthly including basic salary, perquisites, allowances plus bonus upto Rs. 2,50,000 payable annually for a period of 3 years with effect from August 19, 2023 to August 18, 2026, with authority to the Board of Directors to determine and vary or increase the remuneration within the aforesaid limits as may be agreed between the Board of Directors and Mr. Michael Nanson D'souza and shall be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6) TO APPROVE RELATED PARTY TRANSACTION TO BE ENTERED WITH TRAKIOT SOLUTIONS PRIVATE LIMITED, ASSOCIATE COMPANY ON ARM'S LENGTH BASIS AND IN THE ORDINARY COURSE OF BUSINESS.

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013("Act") and other applicable provisions, if any, read with Rule 15 of the Companies(Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s) and pursuant to the consent and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to avail services from Trakiot Solutions Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on arm's length basis and in the ordinary course of business and on such terms and conditions as the Board of Directors (including any authorised Committee thereof) may deem fit, up to a maximum aggregate value of Rs. 8 Crore (Rupees Eight Crores) for the period of 1 year w.e.f. October 1, 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

For and behalf of the Board,

SECMARK CONSULTANCY LIMITED

Sunil Kumar Bang

Company Secretary & Compliance Officer
(Membership no: 17808)

Date: August 19, 2023

Place: Mumbai

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

Notes:

CDSL e-Voting System – Fore-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.secmark.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins at 9 AM on September 11, 2023 and ends on 5 PM on September 13, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 7, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ▪ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@secmark.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@secmark.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email to cs@secmark.in/investor@bigshareonline.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

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

Date: August 19, 2023

Place: Mumbai

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

ITEM NO. 3 :

TO REVISE AND APPROVE REMUNERATION OF MR. SAGAR MANSUKHBHAI THANKI, EXECUTIVE DIRECTOR OF THE COMPANY

On recommendation of Nomination and Remuneration Committee, Board of Directors in the meeting held on March 6, 2023 approved revised remuneration of Rs. 18,00,000 per annum payable monthly for a period from March 03, 2023 to March 02, 2026.

As per Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 and the remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director, the remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

The remuneration upto Rs. 18,00,000/- (Rupees Eighteen lakhs only) per annum payable monthly to Mr. Sagar Mansukhbhai Thanki, Executive Director of the Company was valid upto March 02, 2023, which was approved by the members of the Company in Extra Ordinary General Meeting held on March 13, 2020. It was further approved by the Board of Directors in the meeting held on March 06, 2023 to pay managerial remuneration upto Rs. 18,00,000/- (Rupees Eighteen lakhs only) per annum payable monthly by the Company to Mr. Sagar Mansukhbhai Thanki, Executive Director for a period from March 03, 2023 to March 02, 2026. The remuneration of Mr. Sagar Mansukhbhai Thanki, Executive Director may exceed 5% of net profit or 10% of the net profits to all directors taken together as mentioned above, hence shareholder approval by special resolution is to be sought.

None of the Directors, except Mr. Sagar Mansukhbhai Thanki or Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. General information:

- (1) Nature of industry: Computers – Software & Consulting
- (2) Date or expected date of commencement of commercial production: Not Applicable
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Year Ends on:	31.03.2021	31.03.2022	31.03.2023
Total Operating Income	758.90	1454.17	1743.72
Profit/ (Loss) Before Interest and Tax (PBT)	155.97	296.46	(745.38)
Profit/ (Loss) Before Tax	199.82	355.41	(699.41)
Profit/ (Loss) After Tax	157.29	265.93	(526.23)

(5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

- (1) Background details: Mr. Sagar Mansukhbhai Thanki, is an Executive Director and Chief Financial Officer of the Company. He holds a bachelor's degree in commerce and a master's degree in finance from Saurashtra University. He is a qualified Company Secretary from the ICSI. He is a certified financial manager from the Center for Financial Management (Bangalore). He has passed NISM Series I: Currency Derivatives continuing Professional Education Program and NISM Series VIII: Equity Derivatives continuing Professional Education Program from the National Institute of Securities Markets. He also holds certification on Depository's Operations Module from NSDL Certification in Depository Operations and certification on Capital Market's Module from BSE Certification on Securities Markets. He is also a diploma holder in computer hardware and networking from ITECH Institute. He has work experience in the field of stock market ranging from registrations of members to the procedural work of initial public offer, corporate law matters being registrar of companies related matters and merger and acquisitions, accounting and finance, auditing, business management, taxation and return filings and also legal aspects of arbitration process, Intellectual Property Rights related work. He was previously associated as a compliance head for Pratham Investments, Tipsons Stock Brokers Private Limited, Relitrade Stock Broking Private Limited. He has also gained experience in Skyblue Finserv as a branch manager, KIFS Securities Limited as an arbitrageur, Paragon Investments Private Limited as a senior dealer.
- (2) Past remuneration approved Rs. 18,00,000/- per annum upto March 2, 2023.
- (3) Recognition or awards: Not Applicable.
- (4) Job profile and his suitability: Mr. Sagar Thanki is Executive Director and CFO of the Company. He holds a bachelor's degree in commerce and a master's degree in finance from Saurashtra University. He is a qualified Company Secretary from the ICSI. He is a certified financial manager from the Center for Financial Management (Bangalore). In the growth face of the Company finance play a great role. Accordingly, services of Mr. Sagar Thanki are very crucial for Company.
- (5) Remuneration proposed: Remuneration will not be exceeding Rs. 18 lakhs (Rupees Eighteen Lakhs) per annum payable monthly by the Company including basic salary, perquisites, allowances for a period of 3 years with effect from March 03, 2023 to March 02, 2026.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Considering the position held and the responsibility of Executive Director as well as the enhanced business activities of the Company and Company's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses. The appointee is a resident of India.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Except drawing remuneration as Executive Director, he does not have any pecuniary relationship whether directly or indirectly.

III. Other information:

- (1) Reasons of loss or inadequate profits : The Company came up with its IPO in 2020 and has been in growth phase for last few years. The Company has made acquisitions of few software applications and is paying consultancy charges for its technology and knowledge transfer. It has also developed in house applications and for the same the Company has hired talented personnel. In light of achieving this growth, the Company has incurred costs which have resulted in losses. The benefits of all these initiatives will be reflected in the revenue and profitability in the long terms. However, for few years the Company may have loss or inadequate profit due to such growth initiatives.
- (2) Steps taken or proposed to be taken for improvement: The Company's profitability is expected to increase on account of increase in revenue from its recently acquired applications and in house applications.
- (3) Expected increase in productivity and profits in measurable term: While the Company does not give guidance about future profitability, as mentioned in previous paras, the Company's revenue has grown in FY 22- 23 and is expected to increase further in FY 23-24.

ITEM NO. 4:

TO APPROVE APPOINTMENT OF MR. RAVI VIJAY RAMAIYA (DIN: 03510258) AS A MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

On recommendation of Nomination and Remuneration Committee and as per Section 203 of the Companies Act, 2013, Board of Directors appointed Mr. Ravi Vijay Ramaiya, (DIN: 03510258) as Managing Director and Chief Executive Officer of the Company in the meeting held on June 15, 2023.

Mr. Ravi Vijay Ramaiya, (DIN: 03510258) has been appointed as a Managing Director and Chief Executive Officer of the Company for a period of 5 years with effect from June 15, 2023 to June 14, 2028. Hence shareholder approval by special resolution is to be sought.

Pursuant to provisions of Section 152 of Companies Act, 2013 and applicable rules thereof, Mr. Ravi Vijay Ramaiya, shall be liable to retire by rotation.

As per Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 and the remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director, the remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

Remuneration not exceeding Rs. 60 lakhs (Rupees Sixty Lakhs) per annum payable monthly by the Company including basic salary, perquisites, allowances but excluding bonus shall be payable to Mr. Ravi Vijay Ramaiya for a period of 3 years with effect from June 15, 2023 to June 14, 2026. The remuneration of Mr. Ravi Vijay Ramaiya, Managing Director may exceed 5% of net profit or 10% of the net profits to all directors taken together as mentioned above, hence shareholder approval by special resolution is to be sought. Further as per Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Accordingly, approval of the shareholders by special resolution is being sought for remuneration as Mr. Ravi Vijay Ramaiya comes under the above category and the aggregate annual remuneration of Mr. Ravi Vijay Ramaiya and other such directors may exceed 5 per cent of the net profits of the Company.

Mr. Ravi Vijay Ramaiya and his relatives may be deemed to be concerned or interested in the passing of the special resolution as the same relates to his appointment. Except Mr. Ravi Vijay Ramaiya, none of the other Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a special resolution.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. General information:

- (1) Nature of industry: Computers – Software & Consulting
- (2) Date or expected date of commencement of commercial production: Not Applicable
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Amount in Rs. Lakh

Year Ends on:	31.03.2021	31.03.2022	31.03.2023
Total Operating Income	758.90	1454.17	1743.72
Profit/ (Loss) Before Interest and Tax (PBT)	155.97	296.46	(745.38)
Profit/ (Loss) Before Tax	199.82	355.41	(699.41)
Profit/ (Loss) After Tax	157.29	265.93	(526.23)

- (5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

- (1) Background details: Mr. Ravi Vijay Ramaiya, the Managing Director and Chief Executive Officer of the Company. He has been associated with the Company since October 01, 2011 as a Director. He holds a bachelor's degree in commerce from University of Mumbai. He is a qualified Chartered Accountant from the ICAI. He has qualified as a Certified Information Systems Auditor (CISA) from the Information Systems Audit and Control Association (ISACA), USA. He is a Diploma holder in Information System Audit from ICAI, Diploma holder in Business Management (DBM) from BSE College and Diploma holder in Cyber Law (DCL) from Government Law College. He has around 20 years' experience in the field of system and technology implementation, operations and risk management, audit, taxation, litigation, system audit and financial management. In his last stint he was a Partner in Shah & Ramaiya, Chartered Accountant partnership firm. He had previously worked in the inspection and investigation department of the National Stock Exchange of India Limited and was associated with Mahadev Desai and Associates in the field of audit and assurance.

- (2) Past remuneration: Rs. 3,20,000 per month
- (3) Recognition or awards: Not Applicable
- (4) Job profile and his suitability: Mr. Ravi Vijay Ramaiya, the Managing Director and Chief Executive Officer of the Company. He has been associated with the Company since October 01, 2011 as a Director. He holds a bachelor's degree in commerce from University of Mumbai. He is a qualified Chartered Accountant from the ICAI. He has a Certified Information Systems Auditor (CISA) from the Information Systems Audit and Control Association (ISACA), USA. He is an MBA from BES College. He holds a Diploma in Cyber Law from the Government Law College. He has around 27 years' experience in the field of system and technology implementation, operations and risk management, audit, litigation, system audit and financial management. Based on his vast experience and expertise he is expected to drive the growth of the Company.
- (5) Remuneration proposed: Remuneration will not be exceeding Rs. 60 lakhs (Rupees Sixty Lakhs) per annum payable monthly by the Company including basic salary, perquisites, allowances but excluding bonus for a period of 3 years with effect from June 15, 2023 to June 14, 2026.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Considering the position held and the responsibility of the Managing Director as well as the enhanced business activities of the Company and Company's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses. The appointee is a resident of India.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Except drawing remuneration as Managing Director and shareholding in the Company, he does not have any pecuniary relationship whether directly or indirectly.

III. Other information:

- (1) Reasons of loss or inadequate profits : The Company came up with its IPO in 2020 and has been in growth phase for last few years. The Company has made acquisitions of few software applications and is paying consultancy charges for its technology and knowledge transfer. It has also developed in house applications and for the same the Company has hired talented personnel. In light of achieving this growth, the Company has incurred costs which have resulted in losses. The benefits of all these initiatives will be reflected in the revenue and profitability in the long terms. However, for few years the Company may have loss or inadequate profit due to such growth initiatives.
- (2) Steps taken or proposed to be taken for improvement: The Company's profitability is expected to increase on account of increase in revenue from its recently acquired applications and in house applications.
- (3) Expected increase in productivity and profits in measurable term: While the Company does not give guidance about future profitability, as mentioned in previous paras, the Company's revenue has grown in FY 22- 23 and is expected to increase further in FY 23-24.

ITEM NO. 5:

TO APPOINT MR. MICHAEL NANSON D'SOUZA AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

On recommendation of Nomination and Remuneration Committee, Board of Directors appointed Mr. Michael Nanson D'souza, (DIN: 01690296) as Executive Director of the Company in the meeting held on August 19, 2023 for period of 5 years with effect from August 19, 2023 to August 18, 2028.

Pursuant to provisions of Section 152 of Companies Act, 2013 and applicable rules thereof, Mr. Michael Nanson D'souza, shall be liable to retire by rotation.

As per Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 and the remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director, the remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

Remuneration to Mr. Michael Nanson D'souza will not be exceeding Rs. 30 lakhs (Rupees Thirty Lakhs) per annum payable monthly by the Company including basic salary, perquisites, allowances plus annual bonus upto Rs. 2,50,000 for a period of 3 years with effect from August 19, 2023 to August 18, 2026. The remuneration of Mr. Michael Nanson D'souza, Executive Director may exceed 5% of net profit or 10% of the net profits to all directors taken together as mentioned above, hence shareholder approval by special resolution is being sought.

None of the Directors, except Mr. Michael Nanson D'souza or Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a special resolution.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. General information:

- (1) Nature of industry: Computers – Software & Consulting
- (2) Date or expected date of commencement of commercial production: Not Applicable
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Amount in Rs. Lakh

Year Ends on:	31.03.2021	31.03.2022	31.03.2023
Total Operating Income	758.90	1454.17	1743.72
Profit/ (Loss) Before Interest and Tax (PBT)	155.97	296.46	(745.38)
Profit/ (Loss) Before Tax	199.82	355.41	(699.41)
Profit/ (Loss) After Tax	157.29	265.93	(526.23)

- (5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

- (1) Background details: Mr. Michael Nanson D'souza is B.COM from Mithibai College and Masters in Financial Management from NMIMS. In December 2021, Michael joined SecMark Consultancy Limited. In this role, he is entrusted with overseeing the back-office application 'Tradeplus' which was acquired by the company. His extensive experience and comprehensive understanding of financial operations continue to contribute to the growth and efficiency of the company's operations. Previously he has worked at senior position with OTC Exchange of India, National Stock Exchange (NSE), Artha Broking Services Ltd and Dealmoney Securities Pvt. Ltd. Michael D'Souza's career journey is characterized by a remarkable transition from the early days of automated stock exchanges to his pivotal roles in brokerage and consultancy, showcasing his adaptability, knowledge, and commitment to the financial industry's evolution.
- (2) Past remuneration: Rs, 1,61,409 per month
- (3) Recognition or awards: Not Applicable
- (4) Job profile and his suitability: Mr. Michael Nanson D'souza is B.COM from Mithibai College and Masters in Financial Management from NMIMS. He looks about the recently two back office application acquired by the Company. He specialises in operation, risk management and compliance in broking industry. He is fit candidate to lead Backoffice business of the Company. He has been working with Company for two years and his performance is satisfactory.
- (5) Remuneration proposed: Remuneration will not be exceeding Rs. 30 lakhs (Rupees Thirty Lakhs) per annum payable monthly by the Company including basic salary, perquisites, allowances and annual bonus upto Rs. 2,50,000 for a period of 3 years with effect from August 19, 2023 to August 18, 2026.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Considering the position held and the responsibility of Executive Director as well as the enhanced business activities of the Company and Company's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses. The appointee is a resident of India.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Except drawing remuneration as Executive Director, he does not have any pecuniary relationship whether directly or indirectly.

III. Other information:

- (1) Reasons of loss or inadequate profits : The Company came up with its IPO in 2020 and has been in growth phase for last few years. The Company has made acquisitions of few software applications and is paying consultancy charges for its technology and knowledge transfer. It has also developed in house applications and for the same the Company has hired talented personnel. In light of achieving this growth, the Company has incurred costs which have resulted in losses. The benefits of all these initiatives will be reflected in the revenue and profitability in the long terms. However, for few years the Company may have loss or inadequate profit due to such growth initiatives.
- (2) Steps taken or proposed to be taken for improvement: The Company's profitability is expected to increase on account of increase in revenue from its recently acquired applications and in house applications.
- (3) Expected increase in productivity and profits in measurable term: While the Company does not give guidance about future profitability, as mentioned in previous paras, the Company's revenue has grown in FY 22- 23 and is expected to increase further in FY 23-24.

ITEM NO. 6:

TO APPROVE RELATED PARTY TRANSACTION TO BE ENTERED WITH TRAKIOT SOLUTIONS PRIVATE LIMITED, ASSOCIATE COMPANY ON ARM'S LENGTH BASIS AND IN THE ORDINARY COURSE OF BUSINESS.

The Company is availing software and other related services from Trakiot Solutions Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") on arm's length basis and in ordinary course of business.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2022-23 is Rs. 17.44 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding RS. 1.74 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same.

The Company is in process of getting listed on Main Board of Exchange(s) and on listing on Main Board the said transaction will be considered as Material Related Party Transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the said transaction shall require prior approval of shareholders.

On recommendation of Audit Committee of the Board at their meeting held on August 19, 2023, Board of Directors approved omnibus approval of Rupees Eight Crores as the value of services to be availed from Trakiot Solutions Private Limited for a period of 1 year w.e.f October 1, 2023.

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

Shareholder approval by an ordinary resolution is to be sought for the aforesaid transaction for the period of 1 year w.e.f October 1, 2023. All related parties shall abstain from voting on such resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

- a. A summary of the information provided by the management of the listed entity to the audit committee: The details of the proposed transactions including the nature, terms, value, percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed to the Audit Committee at its meeting held on August 19, 2023.
- b. Justification for why the proposed transaction is in the interest of the listed entity: The Company is in Software & Technology Services. The transaction provides Company a steady and regular service which is critical to the growth of the Company in long term.
- c. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not Applicable.
- d. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders: Not Applicable.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Shardul Shah	Mr. Ravi Vijay Ramaiya	Mr. Michael D'souza
DIN	03510251	03510258	01690296
Item No	2	4	5
Date of Birth and Age	September 15, 1978, 44 years	November 27, 1978, 44 years	January 9, 1973, 50 years
Number of shares held as on March 31, 2023	NIL	NIL	NIL
Date of first appointment on the Board	October 1, 2011	October 1, 2011	August 19, 2023
Date of appointment in the current term	February 10, 2020	June 15, 2023	August 19, 2023
Qualifications/Brief Resume	B.COM, Qualified Chartered Accountant from the ICAI. Bachelor of Laws (LLB) degree. Qualified Certified Information Systems Auditor (CISA) from the Information Systems Audit and Control Association (ISACA - USA), DISA from ICAI. Diploma holder in Cyber Law from Asian School of Law	B.COM, Qualified Chartered Accountant from the ICAI. Qualified as a Certified Information Systems Auditor (CISA) from the Information Systems Audit and Control Association (ISACA), USA. Diploma holder in Information System Audit from ICAI, Diploma holder in Business Management (DBM) from BSE College and Diploma holder in Cyber Law (DCL) from Government Law College	B.COM from Mithibai College. Masters in Financial Management from NMIMS.
Terms of appointment/re-appointment	NA	5 years	5 years
Fulfilment of Skills and Capabilities for Role (for Independent Directors)	NA	NA	NA

Name of Director	Mr. Shardul Shah	Mr. Ravi Vijay Ramaiya	Mr. Michael D'souza
Details of remuneration and remuneration last drawn	NA	As per Explanatory statement, item no 4	As per Explanatory statement, item no 5
Directorships held in other Public Companies as on March 31, 2023	NIL	NIL	NIL
Listed entities from which Director resigned in the past three years	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	None	None	None
Number of Board meetings attended during the year	5	5	Not Applicable
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2023	None	None	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies as on March 31, 2023	None	None	None

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

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

Date: August 19, 2023

Place: Mumbai

CORPORATE INFORMATION

Board of Directors:

Mr. Binod Maharana	:	Chairman & Non-Executive Independent Director
Ms. Priti Gandhi	:	Non-Executive Independent Director
Mr. Ravi Vijay Ramaiya	:	Managing Director & Chief Executive Officer w.e.f. June 15, 2023
Mr. Sagar Mansukhbhai Thanki	:	Executive Director & Chief Financial Officer
Mr. Shardul Shah	:	Non-Executive Director Non-Independent Director

Managing Director and Chief Executive Officer:

Mr. Ravi Vijay Ramaiya

Chief Financial Officer:

Mr. Sagar Mansukhbhai Thanki

Company Secretary & Compliance Officer:

Mr. Sunil Kumar Bang

Additional Information:

ISIN INEOBTM01013

Registered Office:

Plot No. 36/227, RDP-10, Sector-6, Charkop, Kandivali (West), Mumbai: 400067.

Statutory Auditors:

M/s. D. Kothary & Co., Chartered Accountants

102, Ameya House, Next to Azad Nagar Metro Station, Andheri (West), Mumbai- 400058.

Internal Auditor:

M/s. Tripathi & Associates, Chartered Accountants

101, Rajswastik C.H.S Ltd, Daulat Nagar Road No-3, Post Office Lane, Borivali (East),
Mumbai-400066

Secretarial Auditor:

VRG & Associates, Practicing Company Secretary

601, Gayatri CHS Ltd., Opp Rajda School, Borivali (West), Mumbai-400092.

Registrar & Transfer Agent:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (West), Mumbai- 400059

Bankers:

State Bank of India

Agora, Business Plaza, 1st and 2nd floor, SV Road, Borivali West, Mumbai - 400092.

Website:

www.secmark.in

CIN: L67190MH2011PLC220404

BSE code: 543234

AGM date: September 14, 2023

AGM mode/Venue: Video Conference/ Other Audio-Visual Means



DIRECTOR'S REPORT

Dear Members,

The Directors are pleased to present the 12th Annual Report of SecMark Consultancy Limited (the 'Company') along with the audited financial statements for the financial year ended March 31, 2023. The Company along with its subsidiary Companies and Associate Companies wherever required is referred as 'we', 'us', 'our', or 'SecMark'. The consolidated performance of the Company and its subsidiary Companies & its associate Company has been referred to wherever required.

FINANCIAL PERFORMANCE OF THE COMPANY:

The summarized standalone and consolidated results of your Company and its subsidiaries are given in the table below:

Results of our operations and state of affairs:

(Amt in Rs.)

Particulars	Standalone		Consolidated	
	For the Year ended 31st March		For the Year ended 31st March	
	2023	2022	2023	2022
Revenue from Operations	1743.72	1454.17	1743.72	1454.17
Other Income	83.23	62.91	83.36	62.97
Operating Profit / (Loss) Before Interest, Depreciation and Tax	(422.53)	472.01	(422.50)	472.02
Finance cost	37.25	3.96	37.25	3.96
Depreciation	239.63	112.64	239.63	112.64
Non-Operating Expenses				
Other Exceptional items	-	-	-	-
Profit / (Loss) Before Tax (PBT)	(699.41)	355.41	(699.38)	355.42
Tax Expenses	(173.18)	89.48	(173.18)	89.48
Profit / (Loss) after Tax (PAT)	(526.23)*	265.93	(526.21)*	265.94
Share in Profit / (Loss) of associates	-	-	4.60	(2.23)
Profit / (Loss) After Tax (Share in associates)	(526.23)	265.93	(521.61)	263.71
Operating PBT Ratio	-24.23%	32.46%	-24.23%	32.46%
PBT Ratio	-40.11%	24.44%	-40.10%	24.44%
PAT Ratio	-30.17%	18.29%	-29.91%	18.13%

*Note –

1. The Company had purchased back office and anti money laundering software applications in FY 2021-22. During the year depreciation includes an amount of Rs. 194.98 Lakhs (P.Y. Rs. 108.23 Lakhs) towards these software application.
2. During the year other expenses include a payment of Rs. 812.00 Lakhs (P.Y. Nil) towards consultancy charges in relation to the software applications. Further, Rs. 536.00 Lakhs will be incurred in FY 2023-24 towards the consultancy charges.

COMPANY PERFORMANCE:

The key highlights pertaining to the business of the Company for the financial the year ended March 31, 2023 have been given hereunder.

Standalone:

The standalone revenue including other income of the Company for the year under review was Rs. 1,826.95 lakhs against Rs. 1,517.08 lakhs in the previous year. Standalone net loss after tax for the year under review stood at Rs. 526.23 lakhs as against net profit after tax of Rs.265.93 lakhs in the previous year.

Consolidated:

The consolidated operating revenue including other income of the Company for the year under review was Rs. 1,827.08 lakhs as against Rs. 1,517.14 lakhs in the previous year which in the opinion of the Directors is satisfactory. Consolidated net loss after tax for the year under review stood at Rs. 526.21 lakhs as against net profit after tax of Rs. 263.71 lakhs in the previous year.

The financial performance is discussed in detail in the Management Discussion and Analysis which is presented in a separate section forming part of the Director's Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, there is no change in nature of business of the Company and the Company continues to concentrate on its own business.

ANNUAL RETURN:

As per the requirements of Section 92(3) of the Companies Act, 2013 (hereinafter referred as "the Act") read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, including any statutory modifications/amendments thereto for the time being in force, the annual return of Company for FY 2022-23 is available on its website www.secmark.in at weblink <https://www.secmark.in/financials>.

DIVIDEND:

With a view to conserve reserves, your Directors do not recommend any dividend for the financial year ended March 31, 2023.

RESERVES:

The Company does not propose to transfer any amount to the reserves due to loss incurred in financial year ended March 31, 2023.

SHARE CAPITAL:

The Company has increase the Authorized Share Capital from Rs.5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each to Rs.15,00,00,000/-(Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crores and Fifty Lakh) Equity shares of Rs.10/- (Rupees Ten Only) during the year.

As at March 31, 2023, the issued, subscribed and paid-up equity share capital of the Company stood at

Rs. 10,37,05,000 (Rupees Ten crores Thirty-Seven lakhs Five thousand only) divided into 1,03,70,500 (One crore Seven lakh Thirty Thousand Five Hundred only) equity shares of Rs. 10/- (Rupees Ten only) each as compared to the issued, subscribed and paid-up equity share capital of the Company stood at Rs. 4,14,82,000 (Rupees Four crores Fourteen Lakhs Eighty Two Thousand only) divided into 41,48,200 (Forty-One Lakh Forty-Eight Thousand Two Hundred only) equity shares of Rs. 10/- (Rupees Ten only)

The enhancement in the issued, subscribed and paid-up share capital is due to issue of bonus shares during the financial year ended March 31, 2023 in the ratio of 3:2 (i.e., 3 bonus equity shares for every 2 fully paid-up equity shares).

The Company has a SecMark Employee Stock Scheme 2019 under which the total quantum of options approved as per the scheme is 12,50,000 after considering bonus effect during the year. Out of the same 60,500 shares have been issued against the exercise of the vested options.

ISSUE OF BONUS SHARES:

During the year 22-23, the Company has issued bonus shares to the holders of Equity Shares of the Company in the ratio of 3:2 (i.e., 3 bonus equity shares of Rs.10/- for every 2 fully paid-up equity share of Rs.10/- each held) by capitalising a sum of Rs. 622.23 lakhs (Rupees Six Hundred Twenty Two Lakh Twenty Three Thousand only) from Securities Premium Account.

LISTING OF SECURITIES AND ANNUAL LISTING FEES:

All the equity shares of the Company i.e., 1,03,70,500 equity shares are listed on SME platform of BSE Ltd. (BSE). The script code of the Company at BSE is 543234 and ISIN of Company is INE0BTM01013. The Company has paid the Annual Listing Fees for the year 2022-23 to BSE, where the Company's shares are listed.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Composition of Board of Directors:

As of March 31, 2023, your Company had 5 (Five) Directors consisting of 2 (Two) Independent Directors including one Woman Director, 1 (One) Executive Director and 2 (Two) Non-Executive Directors as follows :

1. Mr. Binod Maharana (DIN:07095774) : Chairman and Independent Director
2. Ms. Priti Gandhi (DIN:08059325) : Independent Director
3. Mr. Sagar Mansukhbhai Thanki (DIN:08281489) : Executive Director and Chief Financial Officer
4. Mr. Shardul Shah (DIN:03510251) : Non-Executive Director
5. Mr. Ravi Vijay Ramaiya (DIN:03510258) : Non-Executive Director

Changes in the Board of Directors

During the year, Mr. Jignesh Mehta (DIN:07929488) has resigned from the post of Managing Director and Chief Executive Officer of the Company with effect from December 17, 2022. There are no other material reasons for his resignation other than better prospects.

As on the date of Director Report following change has happened to the Board of Directors:

1. There was a change in designation of Mr. Ravi Vijay Ramaiya from Non-Executive Director to Managing Director of the Company for a period of 5 years with effect from June 15, 2023 to June 14, 2028.

Key Managerial Personnel

During the year, Mr. Jignesh Mehta has resigned from the post of Managing Director and Chief Executive Officer of the Company with effect from December 17, 2022.

As on March 31, 2023, the following personnel are the updated list of KMPs as per the definition under Section 2(51) and Section 203 of the Act:

1. Mr. Sagar Mansukhbhai Thanki (Executive Director and Chief Financial Officer) and
2. Mr. Sunil Kumar Bang (Company Secretary and Compliance Officer).

However as on the date of Director Report following changes in the Key Managerial Personnel took place:

1. Mr. Ravi Vijay Ramaiya was appointed as a Chief Executive Officer of the Company with effect from June 15, 2023.

NUMBER OF BOARD MEETINGS HELD AND ATTENDANCE OF DIRECTOR:

Board Meetings:

During the financial year 2022-23, 5 (Five) Board meetings were held on May 25, 2022, August 23, 2022, November 11, 2022, March 6, 2023 and March 30, 2023. The intervening gap between the meetings was within the period prescribed under the Act and SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015 (hereinafter referred to as the SEBI (LODR), Regulations, 2015).

Attendance of Directors at Board Meeting:

NAME OF THE DIRECTOR	NATURE OF DIRECTORSHIP	NUMBER OF MEETINGS ATTENDED
Mr. Binod Maharana	Chairman and Independent Director	5
Mr. Jignesh Mehta	Managing Director and Chief Executive Officer	3*
Mr. Sagar Mansukhbhai Thanki	Executive Director and Chief Financial Officer	5
Ms. Priti Gandhi	Independent Director	5
Mr. Shardul Shah	Non- Executive Director	5
Mr. Ravi Vijay Ramaiya	Non- Executive Director	5

*Mr. Jignesh Mehta has resigned from the post of Managing Director and Chief Executive Officer of the Company with effect from December 17, 2022

DIRECTOR RETIRED BY ROTATION:

In accordance with provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Shardul Shah, Non-Executive Non-Independent Director of the Company (DIN:03510251), retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, has offered himself for reappointment.

DECLARATION BY INDEPENDENT DIRECTORS:

All Independent Director have given declarations to the effect that they meet the criteria of independence as laid down under Section 149(6) of the Act read with Regulation 16 of SEBI (LODR), Regulations 2015. In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made there under and SEBI (LODR), Regulations 2015.

MEETING OF INDEPENDENT DIRECTORS:

As per Para VII (1) of Schedule IV of Section 149 (8) of the Companies Act, 2013, Independent Directors are required to hold at least one meeting without the attendance of Non-Independent Directors and

members of management. Accordingly, such meeting of Independent Directors was held on March 6, 2023. Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole based on certain parameters set by Independent Directors.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

The Company has a Familiarization Programme which provides Orientation at the time of the appointment of Independent Directors which covers their role and responsibilities, overview of the industry, operations, and business model of the Company. They are provided with copies of the Company's latest Annual Reports, relevant provisions of the SEBI (LODR), Regulations, 2015, the Companies Act, 2013, Code of Conduct prescribed for the Board of Directors, Prevention of Insider Trading regulations and other internal policies to help them get a broad view of the Company's procedures and practices. During the year, there was no appointment of any new Independent Directors and hence the above orientation programme was not relevant.

The detail of the familiarisation policy is available on the website of the Company at weblink <https://www.secmak.in/code-and-policies>

FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS:

The Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 stipulate the evaluation of the performance of the Board, its Committees, Individual Directors and the Chairperson.

During the year, the Board of Directors has carried out an annual evaluation of its own performance and individual directors pursuant to a guidance note dated January 5, 2017 released by Securities and Exchange Board of India ("SEBI") on the evaluation of the board of directors of a listed company ("Guidance Note"). The performance of the Board and individual directors was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. In a separate meeting of Independent Directors held on March 6, 2023, performance of Non-Independent Directors and the Board as a whole was evaluated, taking into account the views of Executive Directors and Non-Executive directors.

DISCLOSURE RELATED RESTRICTION ON PURCHASE BY COMPANY BY OR GIVING OF LOANS FOR PURCHASE OF ITS SHARES:

During the year under review, the Company has not provided any loan or financial assistance to any person for purchase or subscription of shares in the Company as per the provisions of Section 67 of the Act. Hence, no disclosure required to be provided.

SUBSIDIARY / JOINT VENTURE / ASSOCIATE:

During the year, a wholly owned subsidiary of the Company has been incorporated in the name of Sutra Software Services Private Limited on October 7, 2022 under the Corporate Identification Number ('CIN') U72900MH2022PTC391704.

As on date of Directors report, the Company has Two (2) subsidiary companies, Markets On Clouds Private Limited and Sutra Software Services Private Limited and One (1) Associate Company, Trakiot Solutions Private Limited. Statement containing salient features of the financial statements of this Subsidiary Company and Associate Company in Form AOC-1 forms part of this Director's Report as "Annexure – I"

Your Company does not have any joint venture.

DISCLOSURE RELATED TO EMPLOYEE:

The information required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in "Annexure – II"

EMPLOYEE STOCK OPTION PLAN (ESOP):

Your Company has granted stock options to its employees under the existing scheme, SecMark Employee Stock Scheme 2019(hereinafter referred as "Scheme 2019"). The Scheme 2019 is in compliance with the Act and there has been no material changes to Scheme 2019 during the financial year 2022-23 except on account of issue of bonus share in the ratio of 3 equity share for existing two equity shares by Company due to which the pool of stock option and option granted increase proportionately.

The summary information of Scheme 2019 of the Company is provided under Notes to Accounts under Standalone Financial Statements of the Annual Report.

No employee was granted options/ shares under ESOP Scheme 2019, during the year, equal to or exceeding 1% of the issued capital.

Other details of ESOP Scheme 2019 for FY 2022-23 are available on its website www.secmark.in and is available through the webpage <https://www.secmark.in/financials>

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT:

The Company is in the business of offering consulting, technology and outsourcing services and, as such, its operations do not account for substantial energy consumption. However, the Company adopts all possible measures to conserve energy like using power only to the extent necessary and switching off power when not needed. 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: The Company has developed a cloud based application that enables people to work from home and the same is being used extensively. It is also in the process of revamping its compliance solution under a new brand name "Compliance Sutra" using latest technologies and cloud solutions. Other technology development and implementation projects are also in progress.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: As aforesaid, the cloud based application enabling work from home has ensured that the Company was able to execute its tasks safely and securely in spite of lockdowns and has been able to continue to grow and also allowed people to remain employed during lockdowns.
- (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

COMMITTEES OF THE BOARD:

Your Company has required Committees (Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee) as required under the provisions of the Act & rules framed there under and SEBI (LODR), Regulation 2015.

The details about the Committees are incorporated in "Annexure III" forming part of this Director's Report.

However as on the date of Director Report following changes in constitution of Nomination and Remuneration Committee took place:

Due to the change in designation of Mr. Ravi Vijay Ramaiya from Non-Executive Director to Managing Director of the Company, there was a change in composition of Nomination and Remuneration Committee where Mr. Shardul Shah was appointed as a member of Nomination and Remuneration Committee in place of Mr. Ravi Vijay Ramaiya.

SECRETARIAL STANDARD COMPLIANCES:

During the year 2022-23, the Company has complied with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(5) of the Act, the Board of Directors hereby confirms that:

- a) In the preparation of the annual accounts for financial year ended March 31, 2023, 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 March 31, 2023 and of the 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 the 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 laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) 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.

AUDITORS AND AUDITORS REPORT:

D Kothary and Co, Chartered Accountants (FRN No: 105335W) were appointed as Auditors of the Company by the Members at the Annual General Meeting (AGM) held on September 30, 2019 to hold office for a period of five years till the conclusion of the Annual General Meeting in 2024. In terms of Section 139 of the Act, as amended by the Companies (Amendment) Act, 2017 notified on May 07, 2018, appointment of Auditors need not be ratified at every Annual General Meeting. Accordingly, the notice convening the ensuing Annual General Meeting will not carry any resolution for ratification of appointment of Statutory Auditors.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

The Auditor's Report annexed to the financial statements for the year under review does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDIT:

Pursuant to Section 204 of the Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed K.P. Ghelani & Associates, Practising Company Secretaries, to undertake Secretarial Audit of the Company for the financial year ended March 31, 2023.

Due to committed schedule and inability to meet specified timelines due to lack of staff; he was unable to continue and would not carrying out the audit of the Company and has tendered his resignation and issued no objection certificate. The Board thereby appointed VRG & Associates, Practicing Company Secretary, to undertake Secretarial Audit of the Company for the financial year ended March 31, 2023. The Secretarial Audit Report in Form MR-3 for the financial year under review, as received from VRG & Associates, Practicing Company Secretary is attached as an "Annexure-IV" to the Directors Report. There are no qualifications or adverse remarks in the Secretarial Audit Report.

EXPLANATIONS OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY/SECRETARIAL AUDITORS:

There are no qualifications, reservations or adverse remarks made by statutory or secretarial auditor in their report for the financial year ended March 31, 2023.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUBSECTION (12) OF SECTION 143 OF THE ACT OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

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.

DISCLOSURE OF COMMISSION;

According to section 197(14) of the Companies Act, 2013, no Director received a commission from the Company and none of the Managing Director/Executive Director were disqualified from receipt of any remuneration or commission from holding or subsidiary Company.

DISCLOSURE ABOUT DISQUALIFICATION:

None of the Directors of the Company are disqualified u/s 164(2) of the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

In pursuance of Section 186 of the Act, the Company has made investment of Rs. 1 lakh in a wholly owned subsidiary, Sutra Software Services Pvt. Ltd. During the financial year ended March 31, 2023. However, during the year under review, Company has not given any loans or guarantees under the aforementioned section. Attention to the members is drawn to Note No. 12 to the Standalone Financial Statements which sets out detail of investments.

CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188 (1) OF THE ACT:

The transactions entered into with related parties during the financial year were in the ordinary course of business and on an arm's length basis as defined under the Act and were in compliance with the provisions of Section 188 of the Act. All the related party transactions arising in the ordinary course of business are placed periodically before the Audit Committee. For details of the related party transactions refer Note 25 of Financial Statement thereto. Also, Form AOC-2is annexed as "Annexure-V".

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34 of the SEBI (LODR), Regulations, 2015), the Management's Discussion and Analysis is set out in this Director's Report. Management's Discussion and Analysis Report provides details of the overall industry structure, developments, performance and state of affairs of the Company's various businesses.

CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of the Company for the Financial Year 2022-23 are prepared in compliance with Section 129(3) of the Act read with the aforesaid Rules, SEBI (LODR), Regulations, 2015 and in compliance with the applicable provisions of the Accounting Standards. The said Financial

Statements have been prepared on the basis of the audited financial statements of the Company, subsidiary and associate Companies as approved by their respective Board of Directors.

A statement containing the salient features of the Financial Statements of Subsidiary Company and Associate Company in the prescribed format AOC-1 is annexed herewith as "Annexure-I" to the Director's Report.

DEPOSITS:

During the year under review, the Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on March 31, 2023 falling within the meaning of Section 73 of the Act and the Companies (Acceptance or Deposits) Rules, 2014.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there have been NIL foreign exchange earnings as compared to earnings of US Dollars 5500 in previous year in the Company. There has been no foreign exchange outgo during the year and previous year.

RISK MANAGEMENT:

The Company has framed a risk management framework to identify, business risk and challenges across the Company. The risk framework helps us meet the business objectives by aligning operating controls with the mission and vision of the Company. After extensive deliberation on the nature of risk and after adequate risk mitigations steps, the business activities are being carried out under the direct supervision of the Board of Directors of the Company to ensure that no foreseeable risk involved in such an activity which may threaten the existence of the Company.

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.

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

There have been no material changes and commitments which affect the financial position between end of the financial year and the date of this Director's report.

SIGNIFICANT AND MATERIAL CHANGES DURING THE YEAR:

Comtek Bizsoft Private Limited ("Comtek") is a one of the oldest and reputed brands in the Indian stock market back office solution space and has various software applications.

Your Company has entered into two agreements with Comtek as stated below:

1. Software Purchase Agreement:

As per this agreement, your Company has purchased following software applications and others along with all right, title and interest therein:

- i. iBeats BO: Broking back-office for Institution & Retail business
- ii. iBeats-dTrac: Arbitrage back-office
- iii. iBeats-CM: Professional Clearing Member (PCM) back-office
- iv. iBeats-iDac: DP back-office (CDSL & NSDL)
- v. Bizmail: Digitally signed documents Mailing solution
- vi. iBeatsKYC: KYC for Broking & DP
- vii. iBeats-Armor: Mid-office post-trade RMS

The consideration for purchase of software is Rs. 6,21,00,000 plus GST totalling to Rs. 7,31,60,000.

2. Consultancy Agreement:

As per this agreement, Comtek and its directors, Nilesh Sanghani and Bharat Sanghani will provide consultancy services with respect to further developing, maintaining, enhancing and selling the said software applications against payment of consultancy fee and marketing commission pursuant to revenue earned by Company due to new sales or customisation of the software by the clients. The term of agreement is for three years ("Term").

The total fees to be paid by Company under agreement is:

- i. Rs. 5,00,00,000 (Rupees Five Crore only) for availing services from consultant for further developing, maintaining and enhancing the software applications purchased from Comtek and related services payable during the Term; and
- ii. Marketing commission equivalent to 50% (fifty percent) of the revenue earned by Company due to new sales or customisation of the said software by clients. The marketing commission for the Term shall not be less than Rs. 10,00,00,000 (Rupees Ten Crore only) and more than Rs. 15,00,00,000 (Rupees Fifteen Crore only).
- iii. Non-compete and non-solicitation for five years after the Term of the agreement for software related services.

REVISION OF FINANCIAL STATEMENT:

According to section 131 (1) of the Act, Company is not required to revise the financial statement.

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

The Company has not received any significant and material orders passed by Regulators, Courts or Tribunals during the year, which may impact the going concern status of the Company or will have any bearing on Company's operations in future.

NOMINATION AND REMUNERATION POLICY:

In accordance with Section 178 of the Companies Act, 2013 and the SEBI LODR Regulations the Company has a Board approved Nomination and Remuneration Charter and a Remuneration Policy. Company's policy on Remuneration is available on the website of the Company at weblink <https://www.secmark.in/code-and-policies>

WHISTLE BLOWER AND VIGIL MECHANISM:

In terms of Section 177 of the Act and Regulation 22 of the SEBI (LODR) Regulations, 2015, Company have established a vigil mechanism for the Directors and employees. The Whistle Blower Policy is framed for carrying out investigation, to conduct the enquiry in fair and unbiased manner, to ensure that complete factfinding exercise has been undertaken and provide a channel to the Directors and employees to report genuine concerns or suspected fraud.

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 Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

Pursuant to Regulation 34 of SEBI (LODR), Regulations, 2015, disclosures regarding environment, social and governance thereof is not applicable to the Company.

CORPORATE GOVERNANCE:

Your Company is committed to maintaining the best standards of Corporate Governance and has always tried to build the maximum trust with shareholders, employees, customers, suppliers, and other stakeholders. Pursuant to Regulation 27 of SEBI (LODR) Regulations, 2015 disclosures regarding corporate governance is not applicable to the Company.

INTERNAL FINANCIAL CONTROLS:

In accordance with the provision of Section 134(5)(e) of the Act and as per the provisions of the SEBI (LODR), Regulations, 2015, the Company has an Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Such Internal Financial Controls were found to be adequate for a Company of this size. The controls are largely operating effectively since there has not been identification of any material weakness in the Company. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparations, reliable financial information. The Internal Auditors monitor and evaluate the effectiveness and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

CREDIT RATING:

The Company has not obtained any credit rating during the year.

UNPAID DIVIDEND AND INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Company has not paid any dividend since inception and accordingly the requirement of transfer of unpaid dividend in accordance with Section 124(2) of the Companies Act, 2013 do not apply.

ACKNOWLEDGEMENTS:

Your Directors take this opportunity to thank Company's customers, shareholders, suppliers, bankers, business partners, associates, financial institutions and central and state governments for their consistent support and encouragement to the Company. Finally, your Directors would like to convey sincere appreciation to all the employees of the Company for their hard work, commitment and continued support during the year.

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Ravi Vijay Ramaiya

Managing Director & CEO
(DIN:03510258)

Sagar Thanki

Executive Director & CFO
(DIN: 08281489)

Date: August 19, 2023

Place: Mumbai



MANAGEMENT DISCUSSION & ANALYSIS

Your Company was incorporated as a Private Limited Company under the Companies Act, 1956 on August 3, 2011 and got listed on BSE SME platform on October 1, 2020. Over these years your Company has expanded its client base and offerings consistently and now offers Consulting, Technology and Outsourcing services to a large number of leading financial market participants. Your Company offers services in the areas of compliance, operations, risk management, software development, etc. The major clients include stock and commodity brokers, depository participants, stock exchanges, wealth managers, research analysts, insurance corporate agents, portfolio managers, alternative investment funds, investment advisors, NBFCs etc.

As can be observed from the financial results, your Company has been able to post a fairly reasonable growth in its topline from Rs. 1,517.14 Lakh in the previous year to Rs. 1,827.08 Lakh in the current year effectively resulting in a growth of over 20%. Though the bottom line is in red, the Company has incurred heavy expenses to the tune of Rs. 812 Lakhs (PY - Nil) for consultancy service for handover and knowledge transfer of the software applications that your Company had purchased. Further the depreciation on these applications was Rs. 195.98 Lakhs (PY – 108.23 Lakh). The Loss of your Company is Rs. 526.23 Lakhs.

The team of Company comprises of competent, qualified and experienced professionals and employees having working experience with exchanges and financial market participants in India. Company has two wholly owned subsidiary viz. Markets on Cloud Private Limited and Sutra Software Services Private Limited and one associate viz. Trakiot Solutions Private Limited.

Financial Results and Growth:

(Amount in Rs. Lakh)

Year Ending on:	31.03.2021	31.03.2022	31.03.2023
Total Operating Income	758.90	1454.17	1743.72
Employee Costs	285.01	386.35	504.61
Other Expenses	295.87	658.73	1744.86
Profit/(Loss) Before Interest Depreciation and Taxation	178.02	409.09	(505.75)
Depreciation	22.04	112.64	239.63
Profit/(Loss) Before Interest and Taxation	155.97	296.46	(745.38)
Finance Cost	8.38	3.96	37.25
Operating Profit/(Loss) Before Tax	147.60	292.50	(782.63)
Operating Profit/(Loss) After Tax	89.17	274.90	(782.63)
Non-Operating Income /(Expense)	52.23	62.91	45.97
Profit/ (Loss) Before Tax	199.82	355.41	(699.41)
Current Tax	58.42	17.6	0
Provision for Deferred Tax	15.89	71.88	(173.18)
Profit/ (Loss) After Tax	157.29	265.93	(526.23)

Your Company provides consulting, technology and outsourcing services to financial market participants. In the last Annual Report, your Company had sensitised you about the possible impact of global events and the possibility of reduced spending by your clients due to reduction in investment by Private Equity Investors (PE) investors.

Though some of the aforesaid came true in the current year, your Company managed to grow its topline by rationalising the price of the software and services offered to its clients. This year seems to be a little better than the previous year and the results are expected to show up in the financials of your Company.

Further your Company has also acquired iBeats back office product suit from Comtek Bizsoft Pvt. Ltd. in the current year and the revenues from there from will add to the business of your Company. This acquisition has added more than 70 financial market participants as clients of these products.

Further your Company has also taken up a few capital intensive projects like revamping its PMLA products it acquired from Analyze N Control, which will help enhance the business and reduce the cost of support in the years to come.

Your Company has substantial cash outflows for software purchase and consultancy services with regards to software purchase from TradePlus Technologies LLP and Comtek Bizsoft as under in the coming year:

(Amt. in Rs.)

Software	Apr 1, 2023 to Mar 31, 2024	Apr 1, 2024 to Mar 31, 2025	Apr 1, 2025 to Mar 31, 2026	Apr 1, 2026 to Mar 31, 2027
TradePlus Back Office product suit (Paid in FY 2023-24)	5,36,00,000	Nil	Nil	Nil
Comtek Bizsoft Pvt. Ltd. for software purchase (Paid in FY 2023-24)	6,21,00,000	Nil	Nil	Nil
Comtek Bizsoft Pvt. Ltd. (For Consultancy)	Nil	1,50,00,000	1,50,00,000	1,50,00,000
Comtek Bizsoft Pvt. Ltd. (For Sales Commission)*	Nil	3,00,00,000	3,00,00,000	4,00,00,000

* Sales Commission is payable at a rate of 50% of sales in the next year for sales in previous year. If the total sales for the period April 1, 2023 to March 31, 2026 is less than Rs. 20 Crores then the minimum Commission payable will be Rs. 10 Crores across the span of 3 years and if the sales are more than Rs. 20 Crores, then the sales commission will be paid at 50% of sales value subject to a maximum of Rs. 15 Crores over a span of 3 years. Therefore the numbers may vary accordingly.

Our Competitive Strength

We believe that the following strengths contribute to our success and position us well for future growth:

1. Qualified and Experienced Team
2. Company is managed by professionals having a varied experience in financial services. The team of the Company exhibits a synergy of both, qualified professionals (Chartered Accountants, Cost and Management Accountants, Company Secretaries, Advocates, CISAs, DISAs, Engineers, Technology Experts, Management Professionals etc.) as well as experienced personnel having diversified experience in the fields of Software Development, Operations, Outsourcing, Corporate Consultancy and Compliance, and the like. Since management has been actively involved in the

Financial Services Industry and has gained requisite domain knowledge, experience and industry networks, going forward they would be able to take benefits of opportunities in the Financial Services Industry thereby improving our operational performance and brand value.

3. Diversified Portfolio of Services offered

4. The Tech Initiatives:

Company's major clientele are brokers and depository participants and they require the following 5 major type of software / services:

- i. E-KYC Software – for client on-Boarding.
- ii. Trading and Risk Management Software – for enabling clients to transact on stock exchanges.
- iii. Back Office Software – for handling back-office operations of Broking and DP businesses.
- iv. PMLA Software – for client screening and transaction monitoring.
- v. Compliance Software – for managing compliance activities.

Your Company had shared in the previous annual report that it has all Software Applications in its fold except Trading and Risk Management Software. Your Company has already commenced the development of online RMS software of its own and the same shall hit the markets before March 31, 2024.

5. Long-term relationships

Long term client relationships provide the foundation for our business. Client list includes stock brokers, depository participants, stock exchanges, wealth managers, research analysts, insurance companies, insurance brokers, corporate agents, portfolio managers, investment advisors, merchant bankers, NBFCs, banks etc. Company's track record of delivering solutions to complex business problems backed by demonstrable industry and technology expertise has helped to forge strong relationships with clients.

The relationship with clients has grown with a good interest in the latest products of Compliance Management and E-KYC. Both these products are seeing good traction.

Opportunities and Threats

Opportunities

- Your company has increased its offerings by acquisition of Software and added several clients. There is further scope of increasing the business and adding more clients.
- Favourable market conditions on the back of overall growth in the sector.
- Government push to increase securities market out reach across India and increase in products offering for different types of investors
- Acceptance of outsourcing as a suitable business model.
- Technology driven services.
- Regulatory stringent approach requiring specialized teams to handle tasks and situation.
- Using technology to reduce transactions cost, improve compliance.

Knowing above opportunities, threats shall be as:

- Global uncertainties, high inflation in various countries and possibilities of wars can pose a significant risk to business as it will reduce the spending capacity of the clients of your Company.
- Changing regulatory landscape.
- Large scale influx of competitors (Requires several capabilities which cannot be acquired overnight)

- Cyber Attacks (Controls to be placed for prevention, detection and correction).
- Technological advancements.

Segment-wise or product-wise performance

As the Company is dealing in only in one industry and offers products and services that are interlinked to each other segment reporting is not applicable to the Company. There is no identical geographical segment of the Company as there are no major differences in factors affecting the segment of market.

Outlook

As aforesaid, with the increase in products on offer there is higher possibility of business with each client. Also, addition of clients can result in substantial growth in business. The overall outlook of the business looks positive.

Risks and Concerns

Your Company has substantial foreseeable cash outflows for the consultancy services for software applications it acquired and this will have an impact on the profitability in the near term.

The Company recognizes the importance of well-structured system to identify and manage the different elements of risk. The management of the Company regularly identifies reviews and assesses risks involved in its various business activities and work out guidelines for mitigating the same.

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. Some events may have material impact qualitatively instead of quantitatively;
2. Some events may not be material individually but may be found material collectively;
3. Some events may not be material at present but may be having material impact in future.

Our systems are potentially vulnerable to data security breaches, whether by our employees, or our service providers or others that may expose sensitive data to unauthorized persons. We process and transfer data, including personal information, financial information and other confidential data provided to us by our clients. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of our clients' investors or our employees. Any such security breaches or compromises of technology systems could result in institution of legal proceedings against us and potential imposition of penalties, which may have an adverse effect on our business and reputation.

Internal control systems and their adequacy.

The Company has proper and adequate systems of internal controls. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the prescribed policies and procedures of the Company.

Discussion on financial performance with respect to operational performance.

The Key highlights pertaining to the business of the Company for the financial the year ended have been given hereunder. In the Consolidated Financial Statements, total income was Rs. 1743.72 lakhs, Rs. 1454.17 lakhs and Rs. 758.90 lakhs for the Financial Year 2023, 2022 and 2021. Profit/(Loss)

after Tax for the similar fiscal years mentioned above were Rs. (526.21)* lakhs, Rs. 265.93 lakhs and Rs. 157.29 lakhs respectively. For the Standalone Financial Statements, total income was Rs. 1743.72 lakhs, Rs. 1454.17 lakhs and Rs. 758.90 lakhs for the Financial Year 2023, 2022 and 2021 respectively. Profit/(Loss) after Tax for the similar fiscal years mentioned above were Rs. (526.23)* lakhs, Rs. 265.93 lakhs and Rs. 157.29 lakhs respectively.

*Note - The Company has paid Rs. 5.12 Crore to TradePlus Technologies LLP and Rs. 3 Crores to Rekha Shah (Analyze N Control Private Ltd.) for consultancy service regarding transfer of knowledge and capabilities for the software applications acquired from them.

The performance of the Company 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.

Material developments in Human Resources / Industrial Relations front, including number of people employed.

The Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status. Human resource is the key element for our Company's growth strategy and handling the day to day activities within the organization. We focus on attracting and retaining the best possible talent. Our team is a blend of experienced, professional with expertise in capital markets. Our Company strongly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned with the goals of the human resources of the Company. Currently our company has employed 88 employees. Taking into this account, our Company continued to invest in developing its human capital and establishing its brand on the market to attract and retain the best talent. The employee relations continue to be cordial and harmonious.

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore:

Ratios	2022-23	2021-22	Growth	Reasons
Trade Receivable Turnover ratio	13.25	8.19	61.72%	The Company has been able to grow it's sales while recovering the sales proceeds faster, resulting in lesser average receivables.
Net Capital Turnover Ratio	4.29	1.46	194.10%	Sales has increased on account of better performance and working capital requirement has reduced on account of efficiency in recovery of debtors.
Debt Equity Ratio	0.56	0.05	948.42%	The Company has availed Overdraft (OD) against its FD's for payment of Rs. 8.12 Crores towards consultancy charges for the services related to the software applications purchased by the company, thus increasing the outstanding liability. Further Shareholder's equity has reduced on account of loss suffered by the company because of this large payment.

Ratios	2022-23	2021-22	Growth	Reasons
Return on Capital Employed	-35.18	23.45	-250.02%	The Company has paid consultancy charges of Rs. 8.12 Crores for the services related to the software applications purchased by the Company and a depreciation of Rs. 1.95 Crores on these software applications resulting into losses. Further the capital employed has increased on account of increased in OD of Rs. 8.91 Crore as reduced by the losses for the current year increased in OD.
Current Ratio	1.33	4.31	-69.19%	The Company has availed OD against it's FD's for payment of Rs. 8.12 Crores towards consultancy charges for the services related to the software applications purchased by the company.
Operating Profit Margin (%)	-0.45	0.19	-337.42%	As aforesaid the Company has paid consultancy charges of Rs. 8.12 Crores for the services related to the software applications purchased by the company and a depreciation of Rs. 1.95 Crores on these two software applications resulting into losses.
Net Profit Margin (%)	-0.30	0.18	-265.02%	As aforesaid the Company has paid consultancy charges of Rs. 8.12 crores for the services related to the software applications purchased by the company and a depreciation of Rs. 1.95 crores on these two software applications resulting into losses.

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

Particulars	2022-23	2021-22	Growth	Reasons
Return on Networth	-0.29	0.11	-354.92%	The Company has paid consultancy charges of Rs. 8.12 crores for the services related to the software applications purchased by the company and a depreciation of Rs. 1.95 crores on these software applications resulting in decrease in return on networth.

ANNEXURE – I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 of Companies Act, 2013 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

(Amount. in Rs)

Name of Subsidiary	Markets On Cloud Private Limited	Sutra Software Services Private Limited
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period holding Company's reporting period	April 1, 2022 to March 31, 2023	October 7, 2022 to March 31, 2023
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable
Share capital (Rs.)	1,00,000	1,00,000
Reserves & surplus	1,338	1,369
Total assets	1,11,418	1,01,775
Total Liabilities	10,080	406
Investments	-	-
Turnover	6,000	7,109
Profit before taxation	351	1,775
Provision for taxation	80	406
Profit/(Loss) after taxation	271	1,369
Proposed Dividend	-	-
% of shareholding	100%	100%

The following information shall be furnished:

- Names of subsidiaries which are yet to commence operations – Markets On Cloud Private Limited and Sutra Software Services Private Limited
- Names of subsidiaries which have been liquidated or sold during the year- None

Part "B": Associates & Joint Ventures

(Amount. in Rs. Lakh)

Name of Associate	Trakiot Solutions Private Limited
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	April 1, 2022 to March 31, 2023
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable
Share capital (Rs.)	1.25
Reserves & surplus	60.52
Total assets	134.83
Total Liabilities	73.06
Investments	-
Turnover	543.81
Profit before taxation	23.09
Provision for taxation	0.08
Profit/(Loss) after taxation	23.01
Proposed Dividend	-
% of shareholding	20%

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: August 19, 2023

Place: Mumbai

Ravi Vijay Ramaiya
Managing Director & CEO
(DIN:03510258)

Sagar Thanki
Executive Director & CFO
(DIN: 08281489)

ANNEXURE II

DISCLOSURE RELATED TO EMPLOYEE

Particulars Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2022-23 are as under:

Name of Director	Designation	Ratio
Ravi Vijay Ramaiya	Non-Executive Director	Not applicable
Shardul Shah	Non-Executive Director	Not applicable
Jignesh Mehta	Managing Director and CEO	4.00
Sagar Thanki	Executive Director	2.31

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any, in the financial year:

Name of Director	Designation	Ratio
Ravi Vijay Ramaiya	Non-Executive Director	Not applicable
Shardul Shah	Non-Executive Director	Not applicable
Jignesh Mehta	Managing Director & CEO	-22.02%
Sagar Thanki	Executive Director & CFO	-6.25%
Sunil Bang	Company Secretary	47.96%

Note:

Note: Mr. Ravi Vijay Ramaiya and Mr. Shardul Shah has not drawn any remuneration during the year.

3. During the year, the median remuneration of employees increased by 34.34%.
4. There were 77 permanent employees on the rolls of Company as on March 31,2023. Average percentile increase made in the salaries of employee than the managerial personnel in the last Financial Year i.e.,2022-23 was 21.96% whereas the percentile decrease in the managerial remuneration for the same Financial Year was 16.90%. The change in the remuneration of the managerial personnel is in accordance with the remuneration policy of the Company. During the year change in managerial remuneration was less as compared to salaries of employees.
5. It is affirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: August 19, 2023

Place: Mumbai

Ravi Vijay Ramaiya

Managing Director & CEO

(DIN:03510258)

Sagar Thanki

Executive Director & CFO

(DIN: 08281489)

ANNEXURE III

COMMITTEES OF THE BOARD:

1. NOMINATION AND REMUNERATION COMMITTEE (NRC)

Your 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 Board held on November 01, 2019. The Nomination and Remuneration Committee comprises the following Directors as on March 31, 2023:

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

Dates of meetings held during the year are:

August 23, 2022 and March 6, 2023

Attendance at Nomination and Remuneration Committee Meetings

Name of Director	Number of Committee Meetings held	Number of Committee Meetings attended
Ms. Priti Gandhi	2	2
Mr. Binod Maharana	2	2
Mr. Ravi Vijay Ramaiya	2	2

The Nomination and Remuneration Committee comprises the following Directors as on date of Directors' Report:

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

2. AUDIT COMMITTEE

Your 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 Gandhi	Chairperson	Independent Director
Mr. Binod Maharana	Member	Independent Director
Mr. Ravi Vijay Ramaiya	Member	*Non-Executive Director

* Designation of Mr. Ravi Vijay Ramaiya changed to Managing Director and CEO w.e.f. June 15, 2023.

Dates of meetings held during the year are:

May 25, 2022, August 23, 2022, November 11, 2022 and March 06, 2023

Attendance at Audit Committee Meetings

Name of Director	Number of Committee Meetings held	Number of Committee Meetings attended
Ms. Priti Gandhi	4	4
Mr. Binod Maharana	4	4
Mr. Ravi Vijay Ramaiya	4	4

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Your 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 Gandhi	Chairperson	Independent Director
Mr. Binod Maharana	Member	Independent Director
Mr. Shardul Jashwantlal Shah	Member	Non-Executive Director

Dates of meetings held during the year are:

August 23, 2022 and March 6, 2023

Attendance at Stakeholders' Relationship Committee Meetings:

Name of Director	Number of Committee Meetings held	Number of Committee Meetings attended
Ms. Priti Gandhi	2	2
Mr. Binod Maharana	2	2
Mr. Shardul Jashwantlal Shah	2	2

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: August 19, 2023

Place: Mumbai

Ravi Vijay Ramaiya

Managing Director & CEO

(DIN:03510258)

Sagar Thanki

Executive Director & CFO

(DIN: 08281489)

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

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

The Members,

SECMARK CONSULTANCY LIMITED

CIN: L67190MH2011PLC220404

PLOT NO 36/227, RDP-10, CTS-1C/1/640, SECTOR-6, CHARKOP, NR.AMBAMATA MANDIR, KANDIVALI-WEST, MUMBAI – 400067, MAHARASHTRA, INDIA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s SECMARK CONSULTANCY LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the Financial Year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable to the Company during the Audit Period;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – Not Applicable to the Company during the Audit Period;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable to the Company during the Audit Period;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not Applicable to the Company during the Audit Period.
 - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other laws applicable specifically to the Company namely:
Information Technology Act, 2000 and the rules made thereunder
- (vii) Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable Labour Laws and other incidental laws, Acts, Rules, Regulations and Guidelines.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (SME Platform).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

I further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

I further report that during the audit period, there were no specific events / actions having a major bearing on company's affair in pursuance of the above – referred laws, rules, regulations, guidelines, standards, etc, except below:

We further report that during the audit period, the Company has increase the Authorized Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each to Rs.15,00,00,000/-(Rupees

Fifteen Crores Only) divided into 1,50,00,000 (One Crores and Fifty Lakh) Equity shares of Rs.10/- (Rupees Ten Only) each, subsequently there was an alteration in Clause V (Capital clause) of Memorandum of Association of the Company by vide resolution passed in the Annual General Meeting of the Company held on September 28, 2022.

We further report that during the audit period, company has issued Bonus of 62,22,300 Equity shares of Rs.10/- (Rupees Ten Only) each in the proportion of 3 (Three) fully paid-up equity shares for every 2 (Two) existing fully paid-up equity share held by the Members by vide resolution passed in the Annual General Meeting of the Company held on September 28, 2022.

We further report that, wholly owned subsidiary ('WOS') of the Company in the name of Sutra Software Services Private Limited has been incorporated on October 07, 2022 under the Corporate Identification Number ('CIN') U72900MH2022PTC391704.

We further report that, Company has passed resolution through postal ballot on December 02, 2022 for Migration of Company's equity shares from SME platform of BSE Limited (BSE) to Main Board of BSE and listing on Main Board of National Stock Exchange of India Limited ("NSE" or "NSEIL").

We further report that, Company has entered into Software Purchase Agreement for purchase of software applications and others along with all right, title and interest therein with Comtek Bizsoft Private Limited (Comtek) on March 31, 2023. The consideration for purchase of software is RS. 6,20,00,000 (Rupees Six Crore Twenty Lakh only).

For VRG & ASSOCIATES
Company Secretaries

CS Vijay Ramesh Gupta

Proprietor

Mem No. 33236

CoP: 22478

Date: August 19, 2023

Place: Mumbai

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

Annexure - I

The Members,

SECMARK CONSULTANCY LIMITED

CIN: L67190MH2011PLC220404

PLOT NO 36/227, RDP-10, CTS-1C/1/640, SECTOR-6, CHARKOP, NR.AMBAMATA MANDIR,
KANDIVALI-WEST, MUMBAI – 400067, MAHARASHTRA, INDIA

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VRG & ASSOCIATES
Company Secretaries

CS Vijay Ramesh Gupta

Proprietor

Mem No. 33236

CoP: 22478

Date: August 19, 2023

Place: Mumbai

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.: Nil

SL. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	NA
b.	Nature of contracts/arrangements/transaction	NA
c.	Duration of the contracts/arrangements/transaction	NA
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e.	Justification for entering into such contracts or arrangements or transactions'	NA
f.	Date of approval by the Board	NA
g.	Amount paid as advances, if any	NA
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

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

SL. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	Trakiot Solutions Private Limited (Trakiot)
b.	Nature of contracts/arrangements/transaction	Software and related services
c.	Duration of the contracts/arrangements/transaction	Valid till termination
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Fees: <ul style="list-style-type: none">An amount equivalent to the costs and expenses actually incurred by Trakiot10% (ten percent) of the Costs;Revenue sharing based on sales
e.	Date of approval by the Board	NA
f.	Amount paid as advances, if any	NIL

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Ravi Vijay Ramaiya

Managing Director & CEO
(DIN:03510258)

Sagar Thanki

Executive Director & CFO
(DIN: 08281489)

Date: August 19, 2023

Place: Mumbai



D. KOTHARY & CO

Chartered Accountant

102-Ameya House, Next to Azad Nagar Metro Station, Above Standard Chartered Bank, Andheri (W) Mumbai 400 058.

Tel (B) +91 22 6865 1155/ 1166, Email : info@dkothary.com, Website : www.dkothary.com

INDEPENDENT AUDITOR'S REPORT (STANDALONE)

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, 2023, 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 Standards prescribed under section 133 of the Act read with the Companies Accounting Standards Rules, 2006, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and its loss 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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 including other comprehensive income, cash flows and changes in equity 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 the Companies Accounting Standard Rules, 2006, as amended. 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.

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.
- 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, 2020 ("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.
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, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2023 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) In our opinion, the managerial remuneration for the year ended 31st March, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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.
 - 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, 2023.
 - iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned



- or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v) The Company has not declared/paid dividend during the year.

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

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBJ510

Place: Mumbai
Date: 30th May 2023



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 Property, plant & Equipment:
 - a) (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) The company has maintained proper records showing full particulars of intangible assets;
 - 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;
 - d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year;
 - e) There are no proceedings initiated and are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- ii) In respect of its inventories:
 - a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - b) The Company has not been sanctioned working capital limits, in excess of five crore rupees, during any point of time of the year, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) In respect of loans and advances, guarantee or security provided:
 - a) In our opinion and according to the information and explanations given to us, the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity, hence clause iii(b) to iii(e) not applicable.
 - b) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.



- 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 granted, investments made and guarantees and securities provided.
- v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- 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 carried out by the Company.
- vii) In respect of statutory dues:
 - a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.
There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at 31st March, 2023 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.
- viii) There are no transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix)
 - (a) Based on our audit procedures and as per the information and explanations given by management, the Company has not taken any term loan, hence defaulted in repayment of dues to any lender does not arise.
 - (b) The Company has not declared willful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.



- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (x) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi) (a) To the best of our knowledge, 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.
- (b) To the best of our knowledge, no report under Sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- xii) The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto 31st March 2023.
- xv) In our opinion during the year the Company has not entered into non-cash transactions with any of its directors or directors of it's holding company, subsidiary company or persons connected with such directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- xvii) The company has incurred cash losses in the financial year covered by our audit, but not incurred cash losses in the immediately preceding financial year.
- xviii) There has not been any resignation of the statutory auditors during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation



of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx) The provisions of section 135 are not applicable to the Company. Accordingly, paragraph 3(xx) of the Order is not applicable.

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

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBJ5510

Place: Mumbai
Date: 30th May 2023



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 31st March 2023 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.

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 31st March 2023, 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)

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBJ5510

Place: Mumbai
Date: 30th May 2023



FINANCE REVIEW



SECMARK CONSULTANCY LIMITED

CIN No. L67190MH2011PLC220404

STANDALONE BALANCE SHEET AS AT MARCH 31, 2023

Sr. No	Particulars	Notes	As at March 31, 2023	As at March 31, 2022
			Amount in lakhs	Amount in lakhs
I.	EQUITY AND LIABILITIES			
1	Shareholder's Fund			
	(a) Share capital	3	1037.05	414.82
	(b) Reserves and surplus	4	788.37	1936.83
			1825.42	2351.65
2	Non current liabilities			
	(a) Deferred tax Liabilities	5	0.00	50.74
	(b) Long Term Provisions	6	18.63	16.81
			18.63	67.55
3	Current liabilities			
	(a) Short-term borrowings	7	1015.58	124.79
	(b) Trade Payable	8		
	A) total outstanding dues of micro & small enterprises		98.38	0.42
	B) total outstanding dues of creditors other than micro & small enterprises		43.29	112.23
	(c) Other current liabilities	9	76.92	60.61
	(d) Short term provisions	10	2.39	3.05
			1236.57	301.09
	TOTAL		3080.62	2720.30
II.	ASSETS			
1	Non current assets			
	(a) Property Plant & Equipment and Intangible Assets			
	(i) Property Plant & Equipment	11	182.22	195.73
	(ii) Intangible Assets	11	958.91	866.66
	(iii) Intangible assets under development	11(a)	0.00	123.92
	(b) Non current investments	12	26.90	91.60
	(c) Deferred Tax Assets (Net)	13	122.43	0.00
	(d) Other Non Current Assets	14	146.87	143.77
			1437.34	1421.69
2	Current assets			
	(a) Trade receivables	15	117.13	146.05
	(b) Cash and Cash Equivalents	16	1294.75	1002.08
	(c) Short term loans and advances	17	231.41	150.47
			1643.28	1298.60
	TOTAL		3080.62	2720.30
	Significant accounting policies & Notes to financial statements	1 to 33		

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 : 30th May, 2023

For and on behalf of the Board of Directors

SECMARK CONSULTANCY LIMITED

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Ravi Ramaiya
Non-Executive Director
DIN: 03510258

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

CIN No. L67190MH2011PLC220404

STANDALONE STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2023

Sr. No	Particulars	Notes	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
			Amount in lakhs	Amount in lakhs
I.	Revenue from operations	18	1743.72	1454.17
II.	Other income	19	83.23	62.91
III	Total Income (A)		1826.95	1517.08
IV	Expenses:			
	Employee benefits expenses	20	504.61	386.35
	Finance cost	21	37.25	3.96
	Depreciation and amortization expenses	11	239.63	112.64
	Other Expenses	22	1744.86	658.73
V	Total Expenses (B)		2526.35	1161.67
VI	Profit before tax (A-B)		(699.41)	355.41
VII	Tax expense:			
	Current tax		0.00	17.60
	Deferred tax		(173.18)	71.88
	Adjustment for Earlier year		0.00	0.00
VIII	Profit for the year (VI-VII)		(526.23)	265.93
	Earning per share on Equity Shares of Rs. 10 each (Refer to Note 26)			
	- Basic (P. Y. Restated)		(5.07)	2.57
	- Diluted (P. Y. Restated)		(5.04)	2.57
	Significant accounting policies & Notes to financial statements	1 to 33		

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 : 30th May, 2023

For and on behalf of the Board of Directors

SECMARK CONSULTANCY LIMITED

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Ravi Ramaiya
Non-Executive Director
DIN: 03510258

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

CIN No. L67190MH2011PLC220404

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Particulars	For the year ended 31st Mar, 2023	For the year ended 31st Mar, 2022
	Amount in lakhs	Amount in lakhs
A. Cash Flow From Operating Activities :		
Net profit before tax as per statement of profit and loss	(699.41)	355.41
Adjustments for :		
Depreciation	239.63	112.64
Interest Income	(79.45)	(59.25)
Employee Compensation Expenses (ESOP)	5.66	0.00
Loss on sale of Investment	2.24	0.00
Loss on sale of Asset	0.00	0.00
Gratuity Provision	3.92	5.81
Interest Expenses	37.25	3.96
Operating Cash Flow Before Working Capital Changes	(490.16)	418.57
Changes in current assets and liabilities		
(Increase)/ Decrease in Trade receivables	28.93	62.84
(Increase)/ Decrease loans and advances & Other Current Assets	(84.03)	(112.98)
Increase/ (Decrease) in other current Liabilities & Provisions	58.13	136.07
Cash Generated From Operations	(487.14)	504.49
Payment of Taxes (Net of Refunds)	(21.20)	(129.27)
Net Cash Flow From Operating Activities (A)	(508.34)	375.22
B. Cash Flow From Investing Activities :		
(Purchase)/ Sale of Property Plant & Equipment and Intangible Assets	(194.45)	(1118.24)
(Increase)/ Decrease in Fixed Deposits	(70.69)	673.89
(Purchase)/ Sale of Investments (net)	62.47	(25.10)
Interest received from Fixed Deposit and Bonds	79.45	59.25
Net Cash Flow From Investment Activities (B)	(123.23)	(410.21)

Contd...

Particulars	For the year ended 31st Mar, 2023	For the year ended 31st Mar, 2022
	Amount in lakhs	Amount in lakhs
C. Cash Flow From Financing Activities :		
(Repayment) / Proceed of borrowings from financial institutions/Others	890.79	36.44
Proceeds from issue of Equity Shares including premium through IPO	0.00	2.42
Interest on short term borrowing	(37.25)	(3.96)
Net Cash From / (Used In) Financing Activities (C)	853.55	34.90
Net Increase In Cash Or Cash Equivalents (A+B+C)	221.98	(0.09)
Cash And Cash Equivalents At The Beginning Of The Year	0.83	0.92
Cash And Cash Equivalents As At The End Of The Year	222.81	0.83
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 : 30th May, 2023

For and on behalf of the Board of Directors

SECMARK CONSULTANCY LIMITED

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Ravi Ramaiya
Non-Executive Director
DIN: 03510258

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023 (STANDALONE)****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 L67190MH2011PLC220404 and its registered office is situated at Plot No 36/227, RDP-10, Sector-6, Charkop, Kandivali-West Mumbai - 400067.

The Company has issued Bonus during the current FY and the paid up capital of the Company is Rs. 1037.05 lakhs.

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

Clients include leading Brokerage Houses, Depository Participants, Stock Exchanges, Wealth Managers, Research Analyst, 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 from its services. Revenue is recognized at pre-determined rates 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 straight line method as per the companies act 2013 except Building whose life has been taken as 20 years.

g) Intangible Assets :

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives from the date that they are available for use.

The estimated useful lives of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

The estimated useful life on a straight line basis of amortisation is mentioned below:

Type of asset Useful lives

Computer Software 5 years

Intangible assets under development

Expenditure on research and development eligible for capitalisation are carried as intangible assets under development where such assets are not yet ready for their intended use.

h) Taxation :

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.

i) 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.

NOTE 3 (a) : SHARE CAPITAL

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount in lakhs	Amount in lakhs
AUTHORISED SHARE CAPITAL		
1,50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10 each	1,500.00	500.00
Total	1,500.00	500.00
ISSUED, SUBSCRIBED AND PAID UP		
1,03,70,500 (PY 41,48,200) Equity Shares of Rs.10 each fully paid up	1,037.05	414.82
Total	1,037.05	414.82

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, 2023 and March 31, 2022 is set out below

Particulars	As at March 31, 2023		As at 31 March 2022	
	No. of shares held	Amount In Lakhs	No. of shares held	Amount In Lakhs
Equity Shares				
Number of Shares at the beginning	41,48,200.00	414.82	41,24,000.00	412.40
Add : Bonus Issue	62,22,300.00	622.23	0.00	0.00
Add : Further Issue of Shares as ESOP	0.00	0.00	24,200.00	2.42
Number of shares at the end	1,03,70,500.00	1,037.05	41,48,200.00	414.82

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, 2023		As at 31 March 2022	
	No. of shares held	% holding	No. of shares held	% holding
Equity Shares with voting rights Secmark Holdings Private Limited	75,25,000	72.56%	30,10,000	72.56%

NOTE 3 (e) : Shares held by promoters at the end of the year

Name of Promoter/Promoter Group	No. of Shares Held	% of Total Shares	% Change during the year
Secmark Holdings Private Limited	75,25,000	72.56%	0%

NOTE 4 : RESERVES AND SURPLUS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Securities Premium	1393.47	1392.50
Add: on ESOP Allotment of Equity Shares	0.00	0.97
Less : Transferred to Capital as Bonus Issue	622.23	0.00
Total	771.24	1393.47

Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	543.36	277.43
Add: Profit / (Loss) for the year	(526.23)	265.93
	17.13	543.36
Total	788.37	1936.83

NOTE 5 : DEFERRED TAX LIABILITIES

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
On account of Fixed Assets	92.87	68.66
On account of 43B & 35D	(215.30)	(17.92)
Total	(122.43)	50.74

NOTE 6 : LONG TERM PROVISIONS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Gratuity Provisions	18.63	16.81
Total	18.63	16.81

NOTE 7 : SHORT TERM BORROWINGS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Secured Bank Loans repayable on demand (Secured against Fixed Deposit)	1015.58	124.79
Total	1015.58	124.79

NOTE 8 : Trade Payable

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Total outstanding dues of micro & small enterprises	98.38	0.42
Total outstanding dues of creditors other than micro & small enterprises	43.29	112.23
Total	141.67	112.65

Trade Payables Ageing Schedule**1. MSME****Outstanding for following periods from due date of payment**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Less than 1 year	98.38	0.42
1 to 2 years	0.00	0.00
2 to 3 years	0.00	0.00
More than 3 years	0.00	0.00
Total	98.38	0.42

2. OTHERS

Outstanding for following periods from due date of payment

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Less than 1 year	43.29	112.23
1 to 2 years	0.00	0.00
2 to 3 years	0.00	0.00
More than 3 years	0.00	0.00
Total	43.29	112.23

NOTE 9 : OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Statutory liabilities	22.62	24.35
Deposit from Customer	1.50	1.50
Salary Payable	42.18	26.40
ESOP Outstanding	5.68	0.02
Other Payable	4.95	8.34
	76.92	60.61

NOTE 10 : SHORT TERM PROVISIONS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Gratuity Provision	2.39	0.30
Provision for tax (Net of Advance Tax)	0.00	2.75
Total	2.39	3.05

NOTE 11 : Property Plant & Equipment

Particulars	Gross block			Accumulated depreciation				Net block	
	Balance as at 1 April, 2022	Additions	Disposals	Balance as at 31 March, 2023	Depreciation for expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2023	Balance as at 31 March, 2022	Balance as at 31 March, 2023
Amount In lakhs	Amount In lakhs	Amount In lakhs	Amount In lakhs	Amount In lakhs	Amount In lakhs	Amount In lakhs	Amount In lakhs	Amount In lakhs	Amount In lakhs
(A) Property Plant & Equipment									
Furniture and Fixtures	63.81	5.58	0.00	69.39	6.38	0.00	41.42	27.96	28.76
Vehicle	28.43	0.00	3.26	25.17	3.32	1.85	9.91	15.26	19.99
Office Equipment	5.96	2.28		8.24	0.57	0.00	5.75	2.49	0.78
Building	138.35	0.00	0.00	138.35	6.57	0.00	19.97	118.38	124.95
Computer	37.59	7.87	0.00	45.46	10.99	0.00	27.33	18.13	21.25
Sub Total	274.14	15.73	3.26	286.61	27.83	1.85	104.39	182.22	195.73
(B) Intangible assets									
Software	974.89	304.06		1278.95	211.81		320.04	958.91	866.66
Sub Total	974.89	304.06	0.00	1278.95	211.81	0.00	320.04	958.91	866.66
Total	1249.03	319.79	3.26	1565.56	239.63	1.85	424.42	1141.13	1062.39
Previous year	254.71	994.32	0.00	1249.03	112.64	0.00	186.64	1062.39	

NOTE 12 : NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Investment in Subsidiary (Unquoted)		
Investment in Equity Of Markets on Cloud	0.80	0.80
Investment in Sutra Software Private Limited	1.00	0.00
Investment in Associates (Unquoted)		
Investment in Equity of Trakiot Solutions Private Limited	25.10	25.10
Investment in Bonds		
NTPC- Bonds	0.00	5.00
APSTC Bond	0.00	20.70
PFCL Bond	0.00	40.00
Total	26.90	91.60

NOTE 13 : DEFERRED TAX ASSETS (NET)

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
On account of Fixed Assets	(92.87)	0.00
On account of 43B & 35D & Losses	215.30	0.00
Total	122.43	0.00

NOTE 14 : OTHER NON CURRENT ASSETS**(Unsecured, considered good)**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Capital Advance	129.75	126.65
Security Deposit	17.13	17.13
Total	146.87	143.77

NOTE 15 : TRADE RECEIVABLES**(Unsecured, considered good)**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
More than six months	8.07	3.74
Other trade receivables	109.06	142.32
Total	117.13	146.05

Trade Receivables Ageing Schedule**1. Undisputed Trade Receivable - Considered Good Outstanding from following periods from due date of Payment**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Less than 6 months	109.06	142.32
6 months to 1 year	7.63	2.92
1 to 2 years	0.00	0.47
2 to 3 years	0.16	0.35
More than 3 years	0.29	0.00
Total	117.13	146.05

NOTE 16 : CASH AND BANK BALANCE

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
a) Cash and cash equivalent		
Cash on hand	0.60	0.73
Balances with banks		
(i) In Current accounts	0.11	0.10
(ii) Fixed Deposit for less than 3 month maturity	222.10	0.00
Total	222.81	0.83
b) Other bank balance		
(i) Fixed Deposit for more than 3 month maturity	27.30	60.14
(i) Fixed Deposit held as security against borrowings	1044.63	941.11
	1071.94	1001.25
Total	1294.75	1002.08

NOTE 17 : SHORT TERM LOANS AND ADVANCES

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
Advance tax & TDS Receivable (Net of Provision)	140.14	121.69
Balance With Government authorities	83.16	21.43
Loans and Advances to Employee	2.60	2.27
Prepaid Expenses	0.00	2.51
Interest Receivable	0.00	0.71
Advances for Expenses	5.51	1.86
Total	231.41	150.47

NOTE 18 : REVENUE FROM OPERATIONS

Particulars	2022-2023	2021-2022
	Amount In lakhs	Amount In lakhs
Sale of Services (See also Note No 29)	1743.72	1454.17
Total	1743.72	1454.17

NOTE 19 : OTHER INCOMES

Particulars	2022-2023	2021-2022
	Amount In lakhs	Amount In lakhs
Interest from Bank & Investments	79.45	59.25
Other Income	3.78	3.66
Total	83.23	62.91

NOTE 20 : EMPLOYEE BENEFIT EXPENSES

Particulars	2022-2023	2021-2022
	Amount In lakhs	Amount In lakhs
Salary, wages, bonus and allowances	463.38	376.54
Gratuity Provided	3.92	5.81
Employee Compensation Expenses (ESOP)	5.66	0.00
Employee welfare and other amenities	31.65	3.99
Total	504.61	386.35

NOTE 21 : FINANCE COST

Particulars	2022-2023	2021-2022
	Amount In lakhs	Amount In lakhs
Interest - Bank OD and Term Loan	37.25	3.96
Total	37.25	3.96

NOTE 22 : OTHER EXPENSES

Particulars	2022-2023	2021-2022
	Amount In lakhs	Amount In lakhs
Auditors' Remuneration	1.70	1.80
Business Promotion Expenses	2.94	4.91
Professional Fees Paid	425.17	306.84
Software Support Expenses	1169.37	181.63
Conveyance & Travelling Expenses	27.21	14.29
Insurance charges	2.90	1.98
Repairs & Maintenance	5.38	5.18
Receivables Not Recoverable	0.79	0.30
Rent, Rates & taxes	67.09	54.24
Contract Charges	29.47	69.86
Stationery & Printing Expenses	1.52	1.13
Telecommunication Charges	2.19	1.10
FDR Prematurity Charges	0.00	9.81
Loss on Sales of Bonds	2.24	0.00
Miscellaneous Expenses	6.91	5.65
Total	1744.86	658.73

Note 23 : Ratios

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022

	Ratio Analysis	Numerator	Denominator	31-Mar-23	31-Mar-22	Variance	Remarks
1	Current Ratio	Current Assets	Current Liabilities	1.33	4.31	-69.19%	The Company has availed OD against its FD's for payment of Rs. 8.12 crores towards consultancy charges for the services related to the software applications purchased by the company.
2	Debt Equity Ratio	Total Liabilities	Shareholder's Equity	0.56	0.05	948.42%	The Company has availed OD against its FD's for payment of Rs. 8.12 crores towards consultancy charges for the services related to the software applications purchased by the company, thus increasing the outstanding liability. Further Shareholder's equity has reduced on account of loss suffered by the company because of this large payments.
3	Return on Equity Ratio	Net Profit after taxes	Avg. Shareholders Equity	-25.20%	12.00%	-310.05%	As aforesaid the company has paid consultancy charges of Rs. 8.12 crores for the services related to the software applications purchased by the company and a depreciation of Rs. 1.95 crores on these software applications.
5	Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	13.25	8.19	61.72%	The Company has been able to grow its sales while recovering the sales proceeds faster, resulting in lesser average receivables.
6	Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	13.18	8.83	49.31%	Purchase of service has increased on account of payment of Rs. 8.12 crores for consultancy charges for the services related to the software applications purchased by the company and Rs. 5.13 crores (P.Y. Rs. 2.55 crores) for development of software applications.

	Ratio Analysis	Numerator	Denominator	31-Mar-23	31-Mar-22	Variance	Remarks
7	Net Capital Turnover Ratio	Net Sales	Average Working Capital	4.29	1.46	194.10%	Sales has increased on account of better performance and working capital requirement has reduced on account of efficiency in recovery of debtors.
8	Net Profit Ratio	Net Profit	Net Sales	-30.18%	18.29%	-265.02%	As aforesaid the company has paid consultancy charges of Rs. 8.12 crores for the services related to the software applications purchased by the company and a depreciation of Rs. 1.95 crores on these two software applications resulting into losses.
9	Return on Capital employed	EBIT	Capital Employed	-35.18%	23.45%	-250.02%	As aforesaid the company has paid consultancy charges of Rs. 8.12 crores for the services related to the software applications purchased by the company and a depreciation of Rs. 1.95 crores on these software applications resulting into losses. Further the capital employed has increased on account of increased in OD of Rs. 8.91 crore as reduced by the losses for the current year.
10	Return on Investment	Return from investment	Weighted Average of Investment	0.00%	7.93%	-100.00%	Due to Sale of Investments

Note 24 : Auditors Remuneration

(Amounts in lakhs)

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In lakhs
For Audit Fees	1.00	1.00
For Tax Audit Fees	0.70	0.80
Total	1.70	1.80

Note 25 : Related Party Transactions

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

25.1 Relationships during the year

- (A) Holding Company
Secmark Holdings Private Limited
- (B) Subsidiary Company
Markets on Cloud Private Limited
Sutra Software Services Private Limited
- (C) Associate Company
Trakiot Solutions Private Limited (with effect from 23rd February 2022)
- (D) Key Managerial Personnel & their relatives
 - Jignesh Mehta (CEO & MD from 01st January 2020 to 17th December 2022)
 - Sagar Thanki (CFO & Director from 28th January 2019)
 - Sunil Bang (Company Secretary from 01st January 2020)
 - Nirav Thanki (Relative of Sagar Thanki)
- (E) Other Directors & Other Related party
 - Binod Chandra Maharana (Independent Director)
 - Priti Nigam Gandhi (Independent Director)
 - Ravi Ramaiya (Non Executive Director)
 - Shardul Shah (Non Executive Director)
 - Trupti Ramaiya (Relative of Ravi Ramaiya)
 - Hiral Shah (Relative of Shardul Shah)
 - Kajal Oriya (Wife of Sagar Thanki)
 - Shah & Ramaiya

25.2 Related party transaction during the year:

(Amounts in lakhs)

Particulars	2022-23	2021-22
(A) Transaction with related parties during the year		
Directors Remuneration		
- Jignesh Mehta	13.00	16.67
- Sagar Thanki	7.50	8.00
Salaries and Allowances		
- Nirav Thanki	4.21	3.12
- Kajal Oriya	6.50	0.00
- Sunil Bang	47.35	32.00
Rent Expenses		
- Trupti Ramaiya	12.00	12.00
- Hiral Shah	7.20	7.20
Professional Fees Paid / Software Development Cost		
- Shah and Ramaiya	40.00	20.00
- Trakiot Solutions Private Limited	513.68	254.61
Account Payable		
- Trakiot Solutions Private Limited	98.23	49.58
- Shah and Ramaiya	0.00	5.40

Note 26: Earning Per Share

(Amounts in lakhs)

Particulars	As At March 31, 2023	As At March 31, 2022
Net profit after tax as per statement of profit and loss (Amount in Lakhs)	-526.23	265.93
Number of equity shares outstanding during the year	1,03,70,500	41,48,200
Restated Number of equity shares outstanding during the year (Bonus)	1,03,70,500	1,03,51,007
Effect of Dilution:		
Share options	73,500	-
Restated Number of equity shares adjusted after dilution (Bonus Issue)	1,04,44,000	1,03,51,007
Basic earnings per share (Restated)	(5.07)	2.57
Diluted earnings per share (Restated)	(5.04)	2.57

Note 27 : Employee Stock Option Scheme 2019

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. During the year ended 31st March 2023, Under the subject ESOP 2019, 11,89,500 Options exercisable into an aggregate of 11,89,500 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 as per the meeting held on August 23, 2022. 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 73,500 equity shares vide ESOP Scheme 2019 of Rs. 10/- each were granted to eligible employee at an exercise price of Rs. 40/- per shares.

Particulars	ESOP Scheme 2019
No of Options Granted	73,500
Method of Accounting	Intrinsic Value
Vesting Period	1 Year
Grant Date	23rd August 2022
Exercise/ Expiry Date	23rd August 2026
Exercise Period	4 years from the grant date
Intrinsic Value	Rs. 51.08
Grant/Exercise Price	Rs. 40
Method of Settlement	Equity Settled

Note 28 : 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:

(Amounts in lakhs)

	2022-23	2021-22
As at 1st April	17.11	11.29
Interest Cost	1.24	0.82
Past Service Cost	0.00	0.00
Current Service cost	5.08	5.37
Benefits Paid	0.00	0.00
Actuarial (Gain)/ Loss on the obligation	-2.40	-0.38
As at 31st March	21.02	17.11

Principal actuarial assumptions

	2022-23	2021-22
Discount Rate	7.50%	7.25%
Salary Escalation	5.00%	5.00%

Note 29 :

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(Amount in Lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
a) the principal amount remaining unpaid to any supplier at the end of each accounting year	98.38	0.42
b) interest due remaining unpaid to any supplier at the end of each accounting year	-	-
c) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Note 30 : **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 31 : **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 32 : **Other Statutory Information**

- i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company do not have any transactions with companies struck off.
- iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- vii) The Company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Note 33 :

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.: 132650

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Ravi Ramaiya
Non-Executive Director
DIN: 03510258

Sunil Bang
Company Secretary

Place : Mumbai
Date : 30th May, 2023





D. KOTHARY & CO

Chartered Accountant

102-Ameya House, Next to Azad Nagar Metro Station, Above Standard Chartered Bank, Andheri (W) Mumbai 400 058.

Tel (B) +91 22 6865 1155/ 1166, Email : info@dkothary.com, Website : www.dkothary.com

STATUTORY AUDITOR REPORT (CONSOLIDATED)

To the Members of
SECMARK CONSULTANCY LIMITED

REPORT ON THE AUDIT OF 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 subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) its associate, which comprise the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss, 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 Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies Accounting Standards Rules, 2006, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2023, and their consolidated loss and their consolidated 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 Act. 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 Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report, Shareholders' Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Accounting Standard and other accounting principles generally accepted in India. 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 scepticism 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 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 conditions may cause the Group 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 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.2.13 Lakhs as at 31st March, 2023, total revenues of Rs. 0.13 Lakhs 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

We have not audited the financial statements in respect of an associate, whose interim financial results/information reflect Group's share of net profit/(loss) of Rs. 4.66 lakhs for the year ended 31st March 2023. 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 associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditors

Our opinion on the Statement is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. 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 auditors.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss and the consolidated statement of cash flows 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 Standard 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, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies are disqualified as on 31st March, 2023 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".
 - g. In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration for the year ended



31st March, 2023 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended 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 other financial information of the subsidiaries as noted in the "Other matter" paragraph:
- i) The consolidated financial statements does 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 to be transfer to the Investor Education and Protection Fund by the Holding Company and its subsidiaries during the year ended 31st March, 2023.
 - iv)
 - (a) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner



- whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (d) The Holding Company has not declared/paid dividend during the year.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiaries included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports

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

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBK7574

Place: Mumbai
Date: 30th May 2023



Annexure - A

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, 2023 in conjunction with our audit of the Consolidated Financial Statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Companies included in the Group, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Holding 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 Holding 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 Holding Company's internal financial control system with reference to financial statements.

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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls 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 Group, have in all material respects, an adequate internal financial control system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023, based on the internal controls with reference to financial statements criteria established by the Holding 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
UDIN: 23132650BGPYBK7574

Place: Mumbai
Date: 30th May 2023



SECMARK CONSULTANCY LIMITED

CIN No. L67190MH2011PLC220404

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023

Sr. No	Particulars	Notes	As at March 31, 2023	As at March 31, 2022
			Amount In lakhs	Amount In lakhs
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	1037.05	414.82
	(b) Reserves and surplus	4	790.97	1934.82
			1828.02	2349.64
2	Non current liabilities			
	(a) Deferred Tax Liabilities	5	0.00	50.74
	(b) Long Term Provisions	6	18.63	16.81
			18.63	67.55
3	Current liabilities			
	(a) Short-term borrowings	7	1015.58	124.79
	(b) Trade Payable	8		
	A) total outstanding dues of micro & small enterprises		98.38	0.42
	B) total outstanding dues of creditors other than micro & small enterprises		43.29	112.23
	(c) Other current liabilities	9	77.02	60.71
	(d) Short term provisions	10	2.40	3.05
			1236.68	301.19
	TOTAL		3083.33	2718.38
II.	ASSETS			
1	Non current assets			
	(a) Property Plant & Equipment and Intangible Assets			
	(i) Property Plant & Equipment	11	182.22	195.73
	(ii) Intangible assets	11	958.91	866.66
	(iii) Intangible assets under development	11(a)	0.00	123.92
	(b) Non current investments	12	27.48	88.58
	(c) Deferred Tax Assets (Net)	13	122.43	0.00
	(d) Other Non Current Assets	14	146.87	143.77
			1437.91	1418.67
2	Current assets			
	(a) Trade receivables	15	117.13	146.05
	(b) Cash and Cash Equivalents	16	1296.88	1003.19
	(c) Short term loans and advances	17	231.41	150.47
			1645.42	1299.72
	TOTAL		3083.33	2718.38
	Significant accounting policies & Notes to financial statements	1 to 31		

As per our report of even date

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

Mehul N. Patel
Partner
Membership No.: 132650

For and on behalf of the Board of Directors

SECMARK CONSULTANCY LIMITED

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Ravi Ramaiya
Non-Executive Director
DIN: 03510258

Sunil Bang
Company Secretary

Place : Mumbai
Date : 30th May, 2023

SECMARK CONSULTANCY LIMITED

CIN No. L67190MH2011PLC220404

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH, 31 2023

Sr. No	Particulars	Notes	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
			Amount In lakhs	Amount In lakhs
I.	Revenue from operations	18	1743.72	1454.17
II.	Other income	19	83.36	62.97
III	Total Revenue (A)		1827.08	1517.14
IV	Expenses:			
	Employee benefits expenses	20	504.61	386.35
	Finance cost	21	37.25	3.96
	Depreciation and amortization expenses	11	239.63	112.64
	Other Expenses	22	1744.97	658.79
V	Total Expenses (B)		2526.46	1161.72
VI	Profit before tax (A-B)		(699.38)	355.42
VII	Tax expense:			
	Current tax		0.00	17.60
	Deferred tax		(173.18)	71.88
	Adjustment for Earlier year		0.00	0.00
VIII	Profit for the year (VI-VII)		(526.21)	265.94
	Add: Share in (loss)/profit of associates		4.60	(2.23)
	Profit(Loss) for the year after share in (loss)/profit of associates		(521.61)	263.71
	Earning per share on Equity Shares of Rs. 10 each (Refer to Note 25)			
	- Basic (P. Y. Restated)		(5.03)	2.55
	- Diluted (P. Y. Restated)		(4.99)	2.55
	Significant accounting policies & Notes to financial statements	1 to 31		

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 : 30th May, 2023

For and on behalf of the Board of Directors

SECMARK CONSULTANCY LIMITED

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Ravi Ramaiya
Non-Executive Director
DIN: 03510258

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

CIN No. L67190MH2011PLC220404

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Particulars	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
	Amount In lakhs	Amount In lakhs
A. Cash Flow From Operating Activities :		
Net profit before tax as per statement of profit and loss	(699.38)	355.42
Adjustments for :		
Depreciation	239.63	112.64
Interest Income	(79.47)	(59.25)
Employee Compensation Expenses (ESOP)	5.66	0.00
Loss on sale of Investment	2.24	0.00
Loss on sale of Assets	0.00	0.00
Gratuity Provision	3.92	5.81
Interest Expenses	37.25	3.96
Operating Cash Flow Before Working Capital Changes	(490.15)	418.57
Changes in current assets and liabilities		
(Increase)/ Decrease in Trade receivables	28.93	62.84
(Increase)/ Decrease loans and advances & Other Current Assets	(84.03)	(112.98)
Increase/ (Decrease) in other current Liabilities & Provisions	58.13	136.12
Cash Generated From Operations	(487.13)	504.55
Payment of Taxes (Net of Refunds)	(21.20)	(129.27)
Net Cash Flow From Operating Activities (A)	(508.33)	375.27
B. Cash Flow From Investing Activities :		
(Purchase)/ Sale of Fixed Assets	(194.45)	(1118.24)
(Increase)/ Decrease in Fixed Deposits	(71.61)	673.89
(Purchase)/ Sale of Investments (net)	63.47	(25.10)
Interest received from Fixed Deposit and Bonds	79.47	59.25
Net Cash Flow From Investment Activities (B)	(123.12)	(410.21)

Contd...

Particulars	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
	Amount In lakhs	Amount In lakhs
C. Cash Flow From Financing Activities :		
(Repayment) / Proceed of borrowings from financial institutions/Others	890.79	36.44
Proceeds from issue of Equity Shares including premium through ESOP	0.00	2.42
Interest on short term borrowing	(37.25)	(3.96)
Net Cash From / (Used In) Financing Activities (C)	853.55	34.90
Net Increase In Cash Or Cash Equivalents (A+B+C)	222.09	(0.03)
Cash And Cash Equivalents At The Beginning Of The Year	1.94	1.98
Cash And Cash Equivalents As At The End Of The Year	224.03	1.94

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 : 30th May, 2023

For and on behalf of the Board of Directors

SECMARK CONSULTANCY LIMITED

Sagar Thanki

Executive Director & CFO

DIN : 08281489

Ravi Ramaiya

Non-Executive Director

DIN: 03510258

Sunil Bang

Company Secretary

SECMARK CONSULTANCY LIMITED**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023 (CONSOLIDATED)****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 L67190MH2011PLC220404 and its registered office is situated at Plot No 36/227, RDP-10, Sector-6, Charkop, Kandivali-West Mumbai - 400067.

The Company has issued Bonus during the current FY and the paid up capital of the Company is Rs. 15,00,00,000. (Fifteen Crores).

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

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

The Entity Consolidated includes :

1. Markets on Cloud Private Limited (100% subsidiary)
2. Sutra Software Private Limited (100% subsidiary)
3. Trakiot Solutions Private Limited (Associate)

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 rates 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) Intangible Assets :

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives from the date that they are available for use.

The estimated useful lives of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

The estimated useful life on a straight line basis of amortisation is mentioned below:

Type of asset Useful lives

Computer Software 5 years

Intangible assets under development

Expenditure on research and development eligible for capitalisation are carried as intangible assets under development where such assets are not yet ready for their intended use.

h) 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.

i) 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.

NOTE 3 (a) : SHARE CAPITAL

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In lakhs	Amount In Lakhs
AUTHORISED SHARE CAPITAL		
1,50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10 each	1500.00	500.00
Total	1500.00	500.00
ISSUED, SUBSCRIBED AND PAID UP		
1,03,70,500 (PY 41,48,200) Equity Shares of Rs.10 each fully paid up	1037.05	414.82
Total	1037.05	414.82

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, 2023 and March 31, 2022 is set out below:

Particulars	As at March 31, 2023		As at 31 March 2022	
	No. of shares held	Amount In Lakhs	No. of shares held	Amount In Lakhs
Equity Shares				
Number of Shares at the beginning	41,48,200.00	414.82	41,24,000.00	412.40
Add : Bonus Issue	62,22,300.00	622.23	0.00	0.00
Add : Further Issue of Shares as ESOP	0.00	0.00	24,200.00	2.42
Number of shares at the end	1,03,70,500.00	1,037.05	41,48,200.00	414.82

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, 2023		As at 31 March 2022	
	No. of shares held	% holding	No. of shares held	% holding
Equity Shares with voting rights Secmark Holdings Private Limited	75,25,000	72.56%	30,10,000	72.56%

NOTE 3 (e) : Shares held by promoters at the end of the year

Name of Promoter/Promoter Group	No. of Shares Held	% of Total Shares	% Change during the year
Secmark Holdings Private Limited	75,25,000	72.56%	0%

NOTE 4 : RESERVES AND SURPLUS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Capital Reserve on Consolidation	0.21	0.21
Securities Premium	1393.47	1392.50
Add: on ESOP Allotment of Equity Shares	0.00	0.97
Less : Transferred to Capital as Bonus Issue	622.23	0.00
	771.24	1393.47
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	541.14	277.43
Add: Profit / (Loss) for the year	(521.61)	263.71
	19.53	541.14
Total	790.97	1934.82

NOTE 5 : DEFERRED TAX LIABILITIES

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
On account of Fixed Assets	92.87	68.66
On account of 43B & 35D	(215.30)	(17.92)
Total	(122.43)	50.74

NOTE 6 :**LONG TERM PROVISIONS**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Gratuity Provisions	18.63	16.81
Total	18.63	16.81

NOTE 7 :**SHORT TERM BORROWINGS**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Secured		
Bank Loans repayable on demand (Secured against Fixed Deposit)	1015.58	124.79
Total	1015.58	124.79

NOTE 8 :**TRADE PAYABLE**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Total outstanding dues of micro & small enterprises	98.38	0.42
Total outstanding dues of creditors other than micro & small enterprises	43.29	112.23
Total	141.67	112.65

Trade Payables Ageing Schedule**1. MSME****Outstanding for following periods from due date of payment**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Less than 1 year	98.38	0.42
1 to 2 years	0.00	0.00
2 to 3 years	0.00	0.00
More than 3 years	0.00	0.00
Total	98.38	0.42

2. OTHERS

Outstanding for following periods from due date of payment

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Less than 1 year	43.29	112.23
1 to 2 years	0.00	0.00
2 to 3 years	0.00	0.00
More than 3 years	0.00	0.00
Total	43.29	112.23

NOTE 9 : OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Statutory liabilities	22.62	24.35
Deposit from Customer	1.50	1.50
Salary Payable	42.18	26.40
ESOP Outstanding	5.68	0.02
Other Payable	5.05	8.44
Total	77.02	60.71

NOTE 10 : SHORT TERM PROVISIONS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Gratuity Provision	2.39	0.30
Provision for tax (Net of Advance Tax)	0.00	2.75
Total	2.40	3.05

NOTE 11 : Property Plant & Equipment

(Amounts in lakhs)

Particulars	Gross block			Accumulated depreciation			Net block	
	Balance as at 1 April, 2022	Additions	Disposals	Balance as at 31 March, 2023	Depreciation / amortisation for the year	Eliminated on disposal of assets	Balance as at 31 March, 2023	Balance as at 31 March, 2022
Amount In Lakhs	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs
(A) Property Plant & Equipment								
Furniture and Fixtures	63.81	5.58	0.00	69.39	6.38	0.00	41.42	28.76
Vehicle	28.43	0.00	3.26	25.17	3.32	1.85	9.91	19.99
Office Equipment	5.96	2.28	0.00	8.24	0.57	0.00	5.75	0.78
Building	138.35	0.00	0.00	138.35	6.57	0.00	19.97	124.95
Computer	37.59	7.87	0.00	45.46	10.99	0.00	27.33	21.25
Sub Total	274.14	15.73	3.26	286.61	27.83	1.85	104.39	195.73
(B) Intangible assets								
Software	974.89	304.06	0.00	1278.95	211.81		320.04	866.66
Sub Total	974.89	304.06	0.00	1278.95	211.81	0.00	320.04	866.66
Total	1249.03	319.79	3.26	1565.56	239.63	1.85	424.42	1062.39
Previous year	254.71	994.32	0.00	1249.03	112.64	0.00	186.64	1062.39

NOTE 12 : NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Investment in Associate		
2,500 Equity of Trakiot Solutions Private Limited of Rs. 10 each fully paid up	22.87	25.10
Less : Share of (loss)/profit from Associates	4.60	(2.23)
	27.48	22.87
Investment in Bonds		
NTPC- Bonds	0.00	5.00
APSTC Bond	0.00	20.70
PFCL Bond	0.00	40.00
Total	27.48	88.58

NOTE 13 : DEFERRED TAX ASSETS (NET)

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
On account of 43B Gratuity	(92.87)	0.00
On Account of 35D	215.30	0.00
Total	122.43	0.00

NOTE 14 : OTHER NON CURRENT ASSETS**(Unsecured, considered good)**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Capital Advance	129.75	126.65
Fixed Deposit for more than 12 month maturity		
Security Deposit	17.13	17.13
Total	146.87	143.77

NOTE 15 : TRADE RECEIVABLES**(Unsecured, considered good)**

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
More than six months	8.07	3.74
Other trade receivables (See also Note No 28)	109.06	142.32
Total	117.13	146.05

Trade Receivables Ageing Schedule

1. Undisputed Trade Receivable - Considered Good Outstanding from following periods from due date of Payment

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Less than 6 months	109.06	142.32
6 months to 1 year	7.63	2.92
1 to 2 years	0.00	0.47
2 to 3 years	0.16	0.35
More than 3 years	0.29	0.00
Total	117.13	146.05

NOTE 16 : CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
a) Cash and cash equivalent		
Cash on hand	1.10	1.22
Balances with banks		
(i) In Current accounts	0.82	0.72
(ii) Fixed Deposit for less than 3 month maturity	222.10	0.00
	224.03	1.94
b) Other bank balance		
(i) Fixed Deposit for more than 3 month maturity	28.22	60.14
(i) Fixed Deposit held as security against borrowings	1044.63	941.11
	1072.85	1001.25
Total	1296.88	1003.19

NOTE 17 : SHORT TERM LOANS AND ADVANCES

Particulars	As at March 31, 2023	As at 31 March 2022
	Amount In Lakhs	Amount In Lakhs
Advance tax & TDS Receivable (Net of Provision)	140.14	121.69
Balance With Government authorities	83.16	21.43
Loans and Advances to Employee	2.60	2.27
Prepaid Expenses	0.00	2.51
Interest Receivable	0.00	0.71
Advances for Expenses	5.51	1.86
Total	231.41	150.47

NOTE 18 : REVENUE FROM OPERATIONS

Particulars	2022-2023	2021-2022
	Amount in lakhs	Amount in Lakhs
Sale of Services (See also Note No 29)	1743.72	1454.17
Total	1743.72	1454.17

NOTE 19 : OTHER INCOMES

Particulars	2022-2023	2021-2022
	Amount in lakhs	Amount in Lakhs
Interest from Bank, Investments & Others	79.47	59.25
Other Income	3.89	3.72
Total	83.36	62.97

NOTE 20 : EMPLOYEE BENEFIT EXPENSES

Particulars	2022-2023	2021-2022
	Amount in lakhs	Amount in Lakhs
Salary, wages, bonus and allowances	463.38	376.54
Contribution to PF and Other Fund	3.92	5.81
Employee Compensation Expenses (ESOP)	5.66	0.00
Employee welfare and other amenities	31.65	3.99
Total	504.61	386.35

NOTE 21 : FINANCE COST

Particulars	2022-2023	2021-2022
	Amount in lakhs	Amount in Lakhs
Interest - Bank OD and Term Loan	37.25	3.96
Total	37.25	3.96

NOTE 22 : OTHER EXPENSES

Particulars	2022-2023	2021-2022
	Amount in lakhs	Amount in Lakhs
Auditors' Remuneration	1.75	1.80
Business Promotion Expenses	2.94	4.91
Professional Fees Paid	425.22	306.89
Software Support Expenses	1169.37	181.63
Conveyance & Travelling Expenses	27.21	14.29
Insurance	2.90	1.98
Repairs & Maintenance	5.38	5.18
Receivables Not Recoverable	0.79	0.30
Rent, Rates & taxes	67.09	54.24
Contract Charges	29.47	69.86
Stationery & Printing Expenses	1.52	1.13
Telecommunication Charges	2.19	1.10
FDR Prematurity Charges	0.00	9.81
Loss on Sales of Bonds	2.24	0.00
Miscellaneous Expenses	6.92	5.65
Total	1744.97	658.79

Note 23 : Auditors Remuneration

(Amounts in lakhs)

Particulars	As At March 31, 2023	As At March 31, 2022
For Audit Fees	1.00	1.00
For Tax Audit Fees	0.70	0.80
Total	1.70	1.80

Note 24 : Related Party Transactions

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

24.1 Relationships during the year

- (A) Holding Company
Secmark Holdings Private Limited

- (B) Subsidiary Company
Markets on Cloud Private Limited
Sutra Software Services Private Limited

- (C) Associate Company
Trakiot Solutions Private Limited (with effect from 23rd February 2022)

- (D) Key Managerial Personnel & their relatives
 - Jignesh Mehta (CEO & MD from 01st January 2020 to 17th December, 2022)
 - Sagar Thanki (CFO & Director from 28th January 2019)
 - Sunil Bang (Company Secretary from 01st January 2020)
 - Nirav Thanki (Relative of Sagar Thanki)

- (E) Other Directors & their relatives
 - Binod Chandra Maharana (Independent Director)
 - Priti Nigam Gandhi (Independent Director)
 - Ravi Ramiya (Non Executive Director)
 - Shardul Shah (Non Executive Director)
 - Trupti Ramaiya (Relative of Ravi Ramaiya)
 - Hiral Shah (Relative of Shardul Shah)
 - Kajal Oriya (Wife of Sagar Thanki)
 - Shah & Ramaiya

24.2 Related party transaction during the year:

Particulars	2022-23	2021-22
(A) Transaction with related parties during the year		
Directors Remuneration		
- Jignesh Mehta	13.00	16.67
- Sagar Thanki	7.50	8.00
Salaries and Allowances		
- Nirav Thanki	4.21	3.12
- Kajal Oriya	6.50	0.00
- Sunil Bang	47.35	32.00
Rent Expenses		
- Trupti Ramaiya	12.00	12.00
- Hiral Shah	7.20	7.20
Professional Fees Paid		
- Shah and Ramaiya	40.00	20.00
- Trakiot Solutions Private Limited	513.68	254.61
Account Payable		
- Trakiot Solutions Private Limited	98.23	49.58
- Shah and Ramaiya	0.00	5.40

Note 25 : Earning Per Share

Particulars	As At March 31, 2023	As At March 31, 2022
Net profit after tax as per statement of profit and loss (Amount in Lakhs)	(522)	264
Number of equity shares outstanding during the year	1,03,70,500	41,48,200
Restated Number of equity shares outstanding during the year (Bonus Issue)	1,03,70,500	1,03,51,007
Effect of Dilution:		
Share options	73,500	-
Restated Number of equity shares adjusted after dilution (Bonus Issue)	1,04,44,000	1,03,51,007
Basic earnings per share (Restated)	(5.03)	2.55
Diluted earnings per share (Restated)	(4.99)	2.55

Note 26 : Employee Stock Option Scheme 2019

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. During the year ended 31st March 2023, Under the subject ESOP 2019, 11,89,500 Options exercisable into an aggregate of 11,89,500 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 as per the meeting held on August 23, 2022. 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 73,500 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	73,500
Method of Accounting	Intrinsic Value
Vesting Period	1 Year
Grant Date	23rd August 2022
Exercise/ Expiry Date	23rd August 2026
Exercise Period	4 years from the grant date
Intrinsic Value	Rs. 51.08
Grant/Exercise Price	Rs. 40
Method of Settlement	Equity Settled

Note 27 : 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:

(Amounts in lakhs)

	2022-23	2021-22
As at 1st April	17.11	11.29
Interest Cost	1.24	0.82
Past Service Cost	0.00	0.00
Current Service cost	5.08	5.37
Benefits Paid	0.00	0.00
Actuarial (Gain)/ Loss on the obligation	(2.40)	(0.38)
As at 31st March	21.02	17.11

Principal actuarial assumptions

	2022-23	2021-22
Discount Rate	7.50%	7.25%
Salary Escalation	5.00%	5.00%

Note 28 :

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(Amounts in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
a) the principal amount remaining unpaid to any supplier at the end of each accounting year	98.83	0.42
b) interest due remaining unpaid to any supplier at the end of each accounting year	-	-
c) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Note 29 :

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 30 :

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 31 :

Other Statutory Information

- i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii) The Group do not have any transactions with companies struck off.
- iii) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- vii) The Group have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Note 32 :

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

Mehul N. Patel
Partner
Membership No.: 132650

Place : Mumbai
Date : 30th May, 2023

For and on behalf of the Board of Directors

SECMARK CONSULTANCY LIMITED

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Ravi Ramaiya
Non-Executive Director
DIN: 03510258

Sunil Bang
Company Secretary





कर्मण्येवाधिकारस्ते मा फलेषु कदाचन।
Karmanye vadhikaraste ma phaleshu kada chana
To work you have the right, but not to the result



Services from SecMark bring along:

- Values and Integrity.
- Thorough domain expertise in functional areas of services.
 - Strong Technology Capabilities.
- Focused approach on serving Financial Market Participants.
 - First generation founders.
 - Young, dynamic and energetic team.
 - Desire of achieving customer delight.
 - Will to win.