

10TH
ANNUAL REPORT
2020-2021







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2020-2021

SECMARK CONSULTANCY LIMITED

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

CIN: U67190MH2011PLC220404

Website: 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 250 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

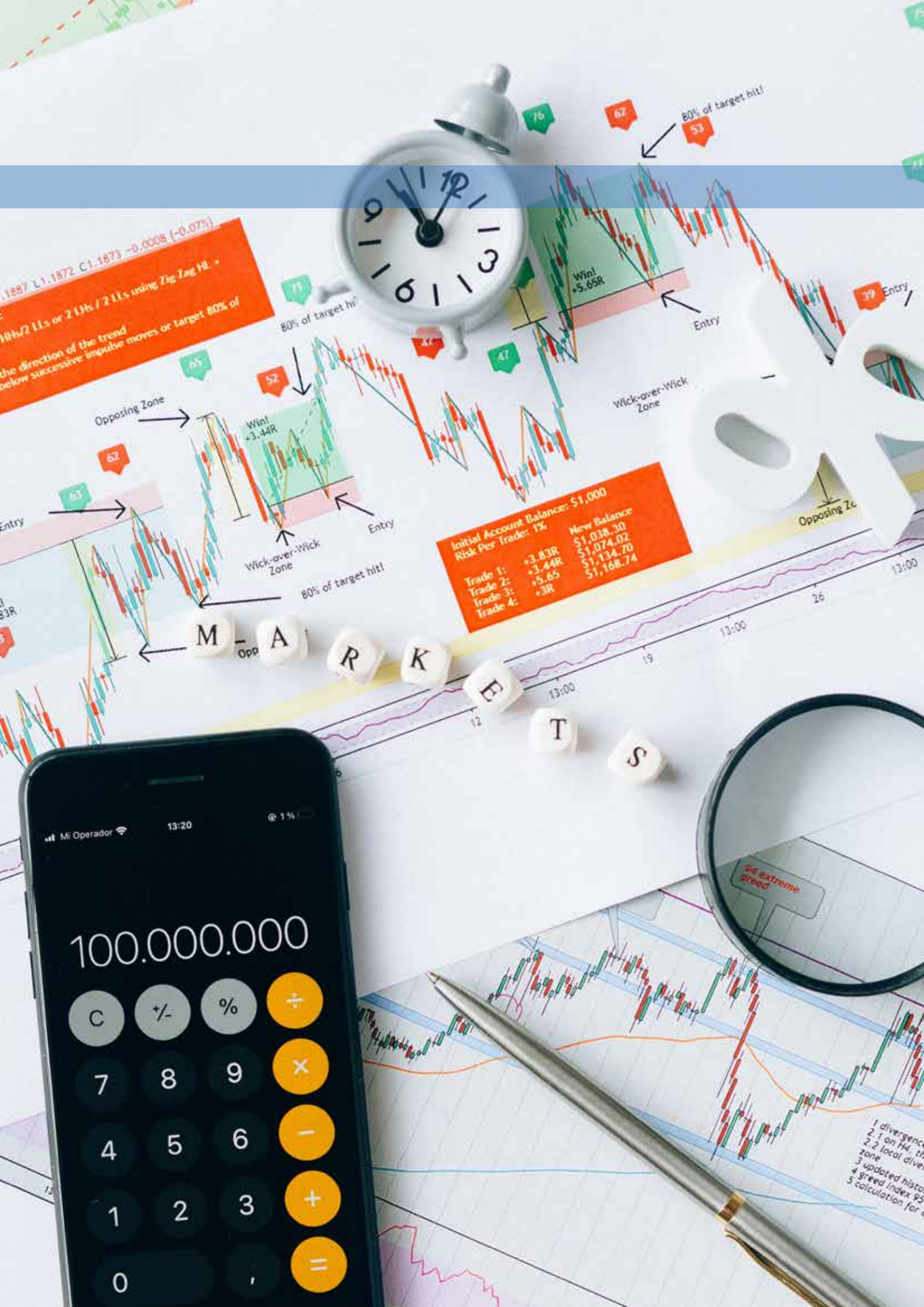
- Setting up financial services business in India
- Software Development
- Outsourcing
- IT Infrastructure Management
- System Audit and Cyber Security
- Forensic Audit
- Compliance Assistance
- Law, Litigation and Arbitration
- HR services

PRODUCTS RANGE

- OIMS (Order Instruction Management System - oimsonline.com)
- Compliancesutra (A complete cloud based compliance product suite - compliancesutra.com)
- E-Learning product used by National Center for Financial Education

INDUSTRIES

- Capital Markets
- Insurance Sector
- Real Estate
- Education and E-Learning



1887 L1.1872 C1.1873 -0.0008 (-0.07%)
High/2 L1s or 2 L1s / 2 L1s using Zig Zag H8.
the direction of the trend
below successive impulse moves or target 80% of

Initial Account Balance: \$1,000
Risk Per Trade: 1%
New Balance: \$1,038.30
Trade 1: +3.83R
Trade 2: +3.44R
Trade 3: +5.65R
Trade 4: +3R
New Balance: \$1,074.02
\$1,134.70
\$1,168.74



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C O N T E N T

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NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

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

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

2. DIRECTOR LIABLE TO RETIREMENT BY ROTATION

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

3. SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

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

Date: 25/08/2021

Place: Mumbai

Registered Office:

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

Notes:

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

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

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

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

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

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

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

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

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

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

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

16. E-Voting process:

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

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

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

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

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

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

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- v. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

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

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

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

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

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

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@secmark.in/ investor@bigshareonline.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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

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

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

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

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

Date: 25/08/2021

Place: Mumbai

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

Item No. 3

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1. Variations in the ESOP Scheme 2019:

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

2. Rationale for the variation of the ESOP Scheme 2019

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

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

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

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

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

For and behalf of the Board,
SECMARK CONSULTANCY LIMITED

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

Date: 25/08/2021

Place: Mumbai



Corporate Information

Board of Directors:

Mr. Binod Maharana	:	Chairman & Independent Director
Ms. Priti Gandhi	:	Independent Director
Mr. Jignesh Mehta	:	Managing Director & Chief Executive Officer
Mr. Sagar Thanki	:	Executive Director & Chief Financial Officer
Mr. Shardul Shah	:	Non-Executive Director
Mr. Ravi Ramaiya	:	Non-Executive Director

Company Secretary & Compliance Officer:

Mr. Sunil Kumar Bang

Additional Information:

ISIN: INE0BTM01013

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 Stn, Andheri (West), Mumbai - 400058.
Tel: +91 (22) 6865 1162
Email- deepaknarsaria@dkothary.com

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
Tel :+91 9320063667
Email: caashoktripathi@gmail.com



Secretarial Auditor:

K P Ghelani & Associates, Company Secretaries
812, Star Chambers, Hari Chowk, Rajkot-360 001.
Tel :+91 96013 73112
Email- cskeyurghelani@gmail.com

Registrar & Transfer Agent:

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (West), Mumbai- 400059
Tel: +91 7045455364
Email: ipo@bigshareonline.com; investor@bigshareonline.com

Bankers:

State Bank of India
Borivali West Branch
Agora, Business Plaza, 1st and 2nd Floor, SV Road, Borivali West, Mumbai - 400092
Tel: 022 28981320
Email: sbi.00551@sbi.co.in

ICICI Bank Ltd.,
Govardhan Nagar Building, Mahavir Nagar, Kandivali (W), Mumbai - 400067
Tel: 022 42515410
Email: customercare@icicibank.com

Account



A gold pen is resting diagonally across the accounting document, pointing towards the bottom left corner.

2819,34	2819,34	2819	23%	7
2512,52	2512,52	2513	28%	100
2703,14	2703,14	2703	37%	420
2803,32	2803,32	2803	15%	438,90
2926,21	2926,21	2926	15%	912,00
2850,07	2850,07	2850	32%	1044,14
2822,23	2822,23	2822	37%	648,37
2819,34	2819,34	2819	23%	703,64
2512,52	2512,52	2513	28%	1000,11
2703,14	2703,14	2703	37%	420,45
2803,32	2803,32	2803	15%	438,90
2926,21	2926,21	2926	15%	912,00
2850,07	2850,07	2850	32%	1044,14
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2926,21	2926,21	2926	15%	912,00
2850,07	2850,07	2850	32%	1044,14
2822,23	2822,23	2822	37%	648,37



DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present 10th Annual Report of SecMark Consultancy Limited (the 'Company') along with the audited financial statements for the financial year ended March 31, 2021. The Company along with its subsidiary wherever required is referred as 'we', 'us', 'our', or 'SecMark'. The consolidated performance of the Company and its subsidiary has been referred to wherever required.

FINANCIAL PERFORMANCE:

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

Results of our operations and state of affairs

(Amt in Rs.)

Particulars	Standalone		Consolidated	
	For the Year ended 31 st March		For the Year ended 31 st March	
	2021	2020	2021	2020
Revenue from Operation	7,58,90,349	5,62,56,131	7,58,90,349	5,62,56,131
Other Income	52,23,540	12,16,780	52,29,540	12,17,780
Operating Profit Before Interest, Depreciation and Tax	3,14,55,977	1,81,97,945	3,14,56,328	1,81,98,296
Finance cost	8,37,872	8,31,303	8,37,872	8,31,303
Depreciation	22,04,447	20,93,941	22,04,447	20,93,941
Non-Operating Expenses (IPO Expenses)	84,30,201	8,75,000	84,30,201	8,75,000
Other Exceptional items	-	-	-	-
Profit Before Tax (PBT)	1,99,83,458	1,43,97,700	1,99,83,809	1,43,98,051
Tax Expenses	42,53,837	37,82,423	42,53,917	37,82,503
Profit After Tax (PAT)	1,57,29,621	1,06,15,277	1,57,29,892	1,06,15,548
Share in (loss)/profit of associates	-	-	-	-
Profit After Tax (Share in associates)	1,57,29,621	1,06,15,277	1,57,29,892	1,06,15,548
Operating PBT Ratio	41.45%	32.35%	41.45%	32.35%
PBT Ratio	26.33%	25.59%	26.33%	25.59%
PAT Ratio	20.73%	18.87%	20.73%	18.87%



COMPANY PERFORMANCE:

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

STANDALONE:

The standalone operating revenue including other income of the Company for the year under review was Rs. 8,11,13,889/- as against Rs. 5,74,72,911/- in the previous year which in the opinion of the Directors is satisfactory. Your Directors are hopeful to further improve the growth rate in turnover and profitability in current year. Standalone net profit after tax stood at Rs. 1,57,29,621/- as against Rs. 1,06,15,277/- in the previous year.

CONSOLIDATED:

The consolidated operating revenue including other income of the Company for the year under review was Rs. 8,11,13,889/- as against Rs. 5,74,72,911/- in the previous year which in the opinion of the Directors is satisfactory. Consolidated net profit after tax stood at Rs. 1,57,29,621/- as against Rs. 1,06,15,277/- 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.

ANNUAL RETURN:

As per the requirements of Section 92(3) of the Companies Act, 2013 (hereinafter referred as "the Act") and Rule 11 of the Companies (Management and Administration) Rules, 2014 framed thereunder, including any statutory modifications/amendments thereto for the time begin force, the annual return for Financial Year 2020-21 is available on its website www.secmark.in.

DIVIDEND:

With a view to conserve reserves, your Directors do not recommend any dividend for the financial year ended March 31, 2021.

RESERVES:

The Company does not propose to transfer any amounts to the general reserve out of the amount available for appropriation. The total profit of Rs. 1,57,29,892 available with the Company as on March 31, 2021 on a consolidated basis is proposed to be retained in the profit and loss account.

SHARE CAPITAL:

As at March 31, 2021, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stood at Rs. 4,12,40,000 (Rupees Four Crores Twelve Lakhs Forty Thousand Only) divided into 41,24,000 (Forty One Lakh Twenty Four Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. During the year, the Company has issued 11,14,000 equity shares of face value of Rs.10/- each by the way of Initial Public Offering (IPO).

LISTING OF SECURITIES AND ANNUAL LISTING FEES:

All the equity shares of the Company i.e., 41,24,000 equity shares got listed on SME platform of BSE Ltd. (BSE) on October 1, 2020. The script code of the Company at BSE is 543234 and ISIN INE0BTM01013. The Company has paid the Annual Listing Fees for the year 2020-21 to the BSE Ltd, where the Company's shares are listed.

BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

COMPOSITION OF BOARD OF DIRECTORS:

As on the date of this Director's Report, your Company has 6 (Six) Directors consisting of 2 (Two) Independent Directors, 1 (One) Woman Director, 2 (Two) Executive Directors, including a Managing Director and 2 (Two) Non-Executive Directors as follows:

Mr. Binod Maharana	-	Chairman and Independent Director
Ms. Priti Gandhi	-	Independent Director
Mr. Jignesh Mehta	-	Managing Director and Chief Executive Director
Mr. Sagar Thanki	-	Executive Director and Chief Financial Officer
Mr. Shardul Shah	-	Non-Executive Director
Mr. Ravi Ramaiya	-	Non-Executive Director

During the year 2020-2021, there was no change in composition of Board.

As on March 31, 2021, there was no disqualification of any Director pursuant to Section 164 (2) of the Act.

As on March 31, 2021, the Key Managerial Personnel of the Company were as follows:

Mr. Jignesh Mehta	: Managing Director and Chief Executive Officer,
Mr. Sagar Thanki	: Executive Director and Chief Financial Officer and
Mr. Sunil Kumar Bang	: Company Secretary and Compliance Officer.

BOARD MEETINGS:

During the financial year 2020-21, 5 (Five) Board meetings were held on August 12, 2020, August 24, 2020, September 29, 2020, December 11, 2020 and March 6, 2021. 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	5
Mr. Sagar Thanki	Executive Director and Chief Financial Officer	4
Ms. Priti Gandhi	Independent Director	5
Mr. Shardul Shah	Non- Executive Director	5
Mr. Ravi Ramaiya	Non- Executive Director	5

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 Director, retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, has offered himself for reappointment. Company's policy on directors' appointment and remuneration is available on the website of the Company at <https://www.secmark.in/code-and-policies>

CHANGE IN KEY MANAGERIAL PERSONNEL:

During the year, there was no change in Key Managerial Personnel of the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

All Independent Director have provided 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:

Pursuant to Section 149(8) to the Companies Act, 2013, Independent Directors are required to hold atleast 1 (One) meeting without the attendance of Non-Independent Directors and members of management. Accordingly, such meeting of Independent Directors was held on March 6, 2021. Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole based on certain parameters set by Independent Directors.

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

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, 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 TO RESTRICTION ON PURCHASE BY COMPANY 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 of the Company as per the provisions of Section 67 of the Act. Hence, no disclosure was required to be provided.

SUBSIDIARY/JOINT VENTURE/ASSOCIATE:

Your Company has one (1) Subsidiary Company, M/s. Markets On Clouds Private Limited. Statement containing salient features of the financial statements of this Subsidiary Company in Form AOC-1 forms part of this Director's Report as "Annexure – I".

Your Company does not have any Joint Venture or Associate Company.

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 not granted any stock options to its employees under the existing scheme, SecMark Employee Stock Option Scheme, 2019 (hereinafter referred to as "ESOP Scheme 2019") during the year. The ESOP Scheme 2019 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 and Companies Act, 2013 and there has been no material changes to these plans during the financial year 2020-21.

The summary information of ESOP 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 are given in "Annexure-III".

The Certificate from the Statutory Auditors of the Company confirming that SecMark Employee Stock Option Scheme, 2019 has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and disclosure(s) as required under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Companies Act, 2013, has been placed on the website of the Company at www.secmark.in.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT:

The Company provides consultancy services and business solutions and, as such, its operations do not account for substantial energy consumption. However, the Company adopts all possible measures to conserve energy 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:

- the steps taken or impact on conservation of energy: NIL
- the steps taken by the company for utilizing alternate sources of energy: NIL
- the capital investment on energy conservation equipment: NIL

(B) Technology absorption:

- the efforts made towards technology absorption: Company has revamped its website using latest technologies. Company has also developed certain software for internal & client use.
- the benefits derived like product improvement, cost reduction, product development or import substitution: New website will ensure better presentability of the Company and internal software will lead to increase efficiency.
- in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not applicable
- the expenditure incurred on Research and Development: Not applicable

COMMITTEES OF THE BOARD:

Your Company has duly constituted Committees (Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Internal Control Committee) as required under the provisions of the Act & rules framed there under and SEBI (LODR), Regulations 2015. The details about the Committees are incorporated in "Annexure IV" forming part of this Director's Report.

SECRETARIAL STANDARD COMPLIANCES:

The Company complies 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 confirm that:

- a) In the preparation of the annual accounts for financial year ended March 31, 2021, 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, 2021 and of the profit and loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis; and
- e) The Directors had 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 AUDITOR'S REPORT:

D. Kothary and Co, Chartered Accountants (FRN No: 105335W) were appointed as Statutory 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 Auditors have confirmed that they continue to fulfil the criteria for appointment as Auditor's of the Company as prescribed under the Section 139 of the Act and The Companies (Audit and Auditors) Rules, 2014.

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, Practicing Company Secretaries, to undertake Secretarial Audit of the Company for the financial year ended March 31, 2021. The Secretarial Audit Report forms part of the Director's Report and is annexed as "Annexure-V"

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, 2021.

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 Directors 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. 66,50,349/- during the financial year ended March 31, 2021. However, during the year under review, Company has not given any loans or guarantees under the aforementioned section.

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 23.3 of Financial Statement thereto. Also, Form AOC-2 is annexed as "Annexure-VI".

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34 of 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 2020-21 are prepared in compliance with the applicable provisions of the Act and Accounting Standards. The said Financial Statements have been prepared on the basis of the audited financial statements of the Company and the subsidiary as approved by their respective Board of Directors. A statement containing the salient features of the Financial Statements of Subsidiary Company in the prescribed format AOC-1 is annexed herewith as "Annexure-I" to 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, 2021 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 and previous year, there have been no foreign exchange earnings and outgo in the Company.

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:

The material changes and commitments that impact financial position between end of the financial year and the date of this Director's Report is as under:

TradePlus Technologies LLP is a leading back office software vendor in securities market space and has various software applications, details of which are as under:

- (a) Trade Plus – software for back office package for stock brokers;
- (b) ESTRO – software for back office / NSDL co-ordination, billing and accounting software for depository participants with NSDL;
- (c) CROSS – software for back office / CDSL co-ordination, billing and accounting software for depository participants with CDSL;
- (d) COMMEX – back office software for commodities derivatives;
- (e) PMS – Portfolio management System for registered portfolio managers;
- (f) TradeWeb – back office data access utility by client linked through web;
- (g) eSign – module for digitally signing the documents and dispatch to email address of the client with maintenance of log;
- (h) Internal CRM Software – software for managing the Transferor's customer relations and queries;
- (i) Website being www.tplus.in and any other website belonging to or owned by the Transferor; and
- (j) Back office mobile application.

Your Company has entered into two agreement with Tradeplus Technologies LLP as stated below:

1. Software Purchase Agreement:

As per this agreement, your Company has acquired exclusive rights to source codes, property, title and interest with all rights to further develop, modify and sell all the above software applications. The consideration payable to Trade Plus Technologies LLP is Rs. 8,21,00,000/- plus GST.

2. Consultancy Agreement:

As per this agreement, Tradeplus Technologies LLP and its partners shall offer consultancy to your Company for a period of two years for further developments in the above software applications for a consideration of Rs. 10,95,50,000/- plus GST. Amount of Rs. 5,23,50,000 shall be payable at the end of first year and amount of Rs. 5,72,00,000/- shall be payable at the end of second year.

REVISION OF FINANCIAL STATEMENT:

According to section 131 (1) of the Act, it 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's and its operations in future.

VIGIL MECHANISM:

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

DISCLOSURE UNDER THE SEXUAL HARASSMENT 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.

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 control system, commensurate with the size, scale and complexity of its operations. Such internal financial controls were found to be adequate for the Company. 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.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the shareholders, employees, auditors, customers, suppliers, bankers, business partners, associates, financial institutions and central and state governments for their consistent support to the Company.

For and on behalf of the Board

SECMARK CONSULTANCY LIMITED

Jignesh Mehta

Managing Director & CEO

(DIN: 07929488)

Sagar Thanki

Executive Director & CFO

(DIN: 08281489)

Date: 25/08/2021

Place: Mumbai



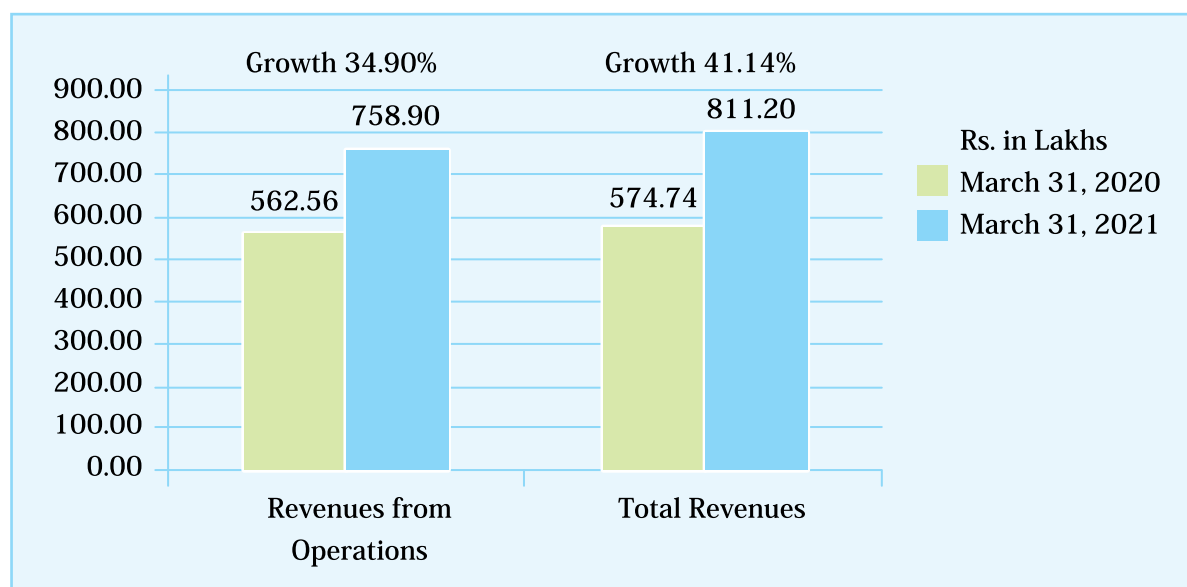
MANAGEMENT DISCUSSION & ANALYSIS

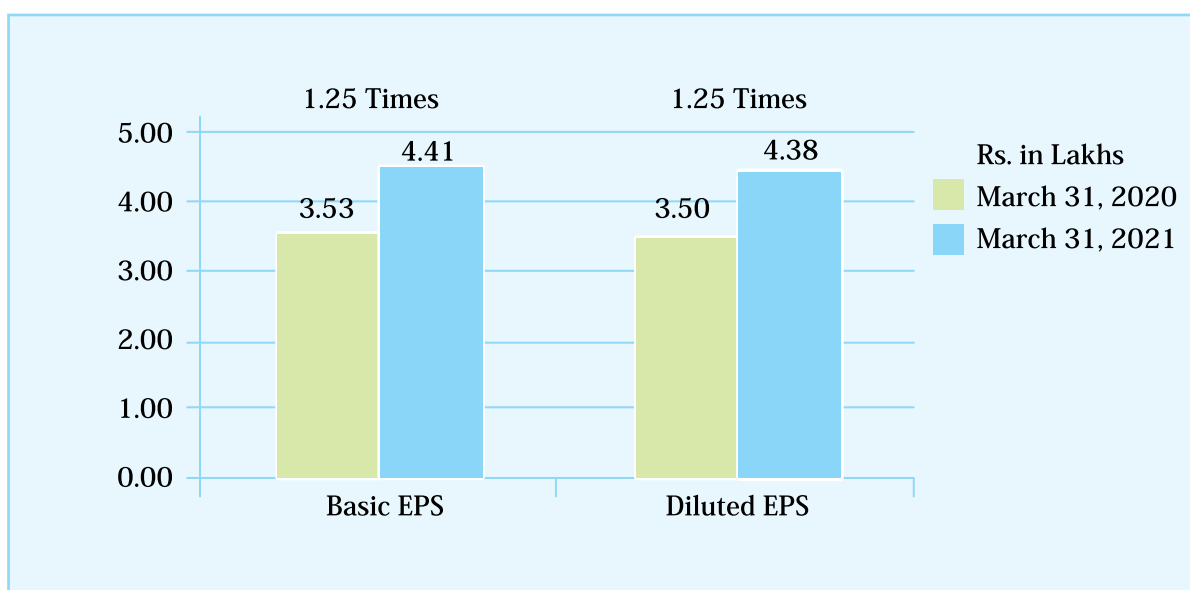
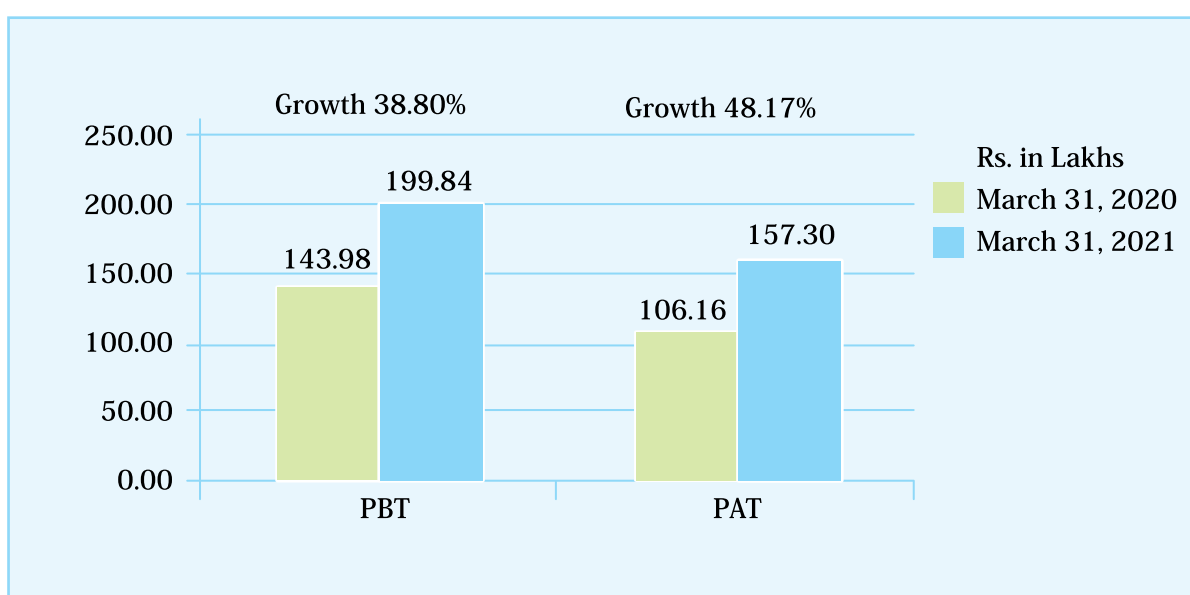
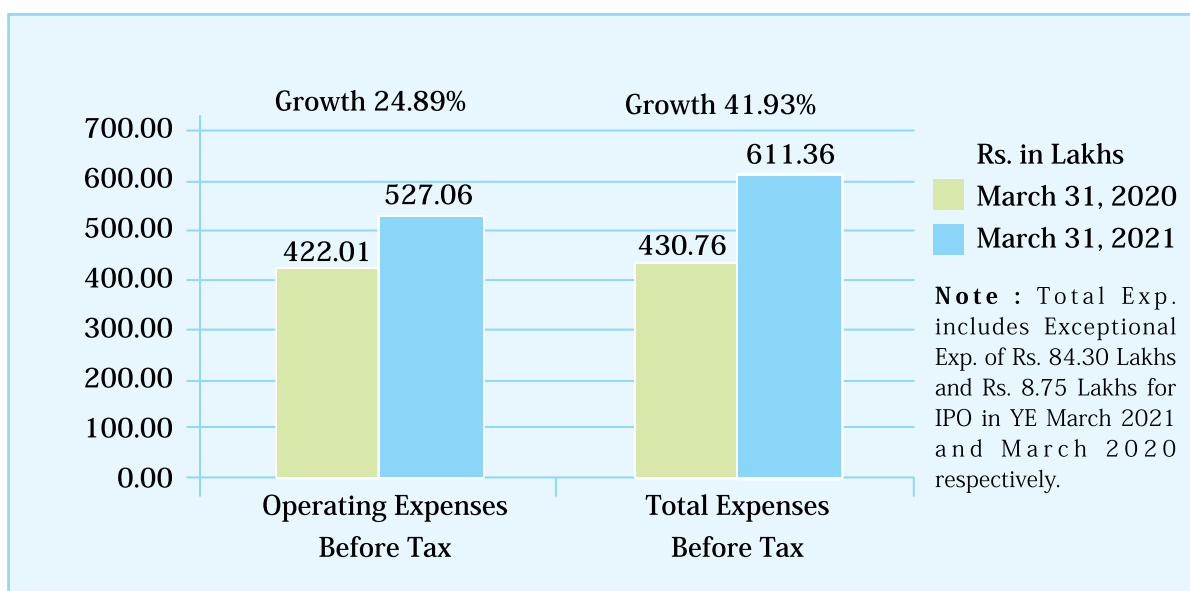
Your Company was incorporated as a Private Limited Company under the Companies Act, 1956 on August 3, 2011 and got listed on BSE SME platform on October 1, 2020. Over these years your Company has expanded its client base and offerings consistently and now offers Consulting, Technology and Outsourcing 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 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. A few important parameters of evaluation are given hereunder for your convenience.

Your Company is also pleased to share that it has been empanelled with SEBI as a Securities Market Trainer (Organisation Category) and this will allow it to assist SEBI in its investor awareness initiatives by conducting Investor Awareness Programs (IAPs). In view of the management it is a prestigious empanelment that will not just allow your Company to conduct IAPs, but will also be seen by markets at large with more respect and enhance its brand value.

Financial Results and Growth:





- Your Company has been able to grow at a good rate.
- There has not been any adverse impact on Companies performance due to Covid 19 as it has been able to serve its clients by working from home.
- Work from home has also resulted in saving of costs of operations.

- The expenses grew at a lesser rate as compared to growth in revenues, which has resulted in better growth in profits of the Company.

Industry structure and developments:

India has emerged as a leading growth economy in the world and its GDP is growing consistently over last few decades. Financial services sector has also grown leaps and bounds over these years, but there is a vast scope for further growth considering the huge population that is expected to start consuming the services of financial market participants in days to come.

We can say that the pool of customers that will avail financial services of diverse nature is like a gold mine and the financial service providers are the prospects (mining companies) that are trying to encash upon the growth story by bringing in more customers through innovative technology driven solutions.

Back during the 1849 California Gold Rush, few prospectors struck it rich. Most of the people who made money back then were those who sold shovels (including jenas, tents, pickaxes and other supplies) to the prospectors who lived hard lives planning for gold. The perspectives of these two types of entrepreneurs (the shovel sellers and the prospectors) were different. The prospectors used their knowledge to stake a territorial claim and search for gold (which might or might not be discovered). Shovel sellers, on the other hand, sold to a defined market with serious needs who had money to pay. One such shovel seller in those days was Levi's Strauss (yes, the leading jeans and denim company of today) who sold dressings of jeans to prospectors for the use of their workers.

Your company is one of the shovel sellers that enables the financial services companies achieve their objective and makes a business model out of their requirements and necessities.

Covid 19 pandemic and the global lockdowns pursuant thereto have increased the reliance on technology to enable businesses to function and your company's technology driven endeavours are being well received by customers.

With the number of financial service providers increasing along with multi fold growth in number of customers of financial services companies, your company expects good business.

The Tech Initiatives:

1. One of the main objects of IPO was to expand the horizon of offerings by bringing new SaaS based applications and acquiring or developing applications / companies and your company is on its way to achieving these goals. A snapshot of the offerings is given hereunder:
2. KYC Verification Application: Your Company has developed KYC verification software that has automated the KYC verification process to a great extent and has reduced human intervention. This application can be accessed by verifiers from their home thus allowing them to function seamlessly during the lockdowns.
3. compliancesutra.com: Your company is pleased to share the launch of beta version of its renewed compliance and regulatory technology ("regtech") solution that enables compliance management easy and convenient while allowing more control and visibility to management. Audit Management, Task Management, Process Management and Project Management modules will be added in the near future making it one of the very few regtech solutions that will have such functionalities. It will be an omnibus solution that can be used by any and all types of businesses and companies right from small businesses to ultra large multinationals.
4. Procuring TradePlus Back-office product suit: Your Company has recently entered into a deal wherein it has acquired complete product suite including source code, and exclusive rights to enhance and sell the solutions for equity and commodity back office, depository participant back office and few other solutions for securities market participants from TradePlus Technology LLP and has also entered into a consultancy agreement with TradePlus Technology LLP for 2 years. This software is widely

used by more a large number of financial service companies. This deal will also bring in capabilities in the form of knowledge resource to build cloud based back office solutions for financial market participants.

The Let's Grow Initiative:

Our country has large talent pool of experienced, well qualification and well connected professionals and executives who endeavour to start their business. With an intention to allow such prospective entrepreneurs, achieve their dreams by associating with SecMark. This will create a bigger talent pool while growing business of SecMark. More information on this can be obtained from your website link <https://secmark.in/letsgrow>. You are encouraged to circulate this to all your contacts and participate in the growth of the business of your Company. Your Company also invites you to be a part of this initiative.

Opportunities and Threats:

Opportunities

- 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.

The business runs many threats and compiling an exhaustive list thereof is not possible. However some of the important threats are as under:

- Changing regulatory landscape.
- Large scale influx of competitors.
- Cyber Attacks.
- Technological advancements which your company may not be able to keep pace with.

Segment-wise or product-wise performance:

As the Company is dealing in only one business, 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:

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

Risks and concerns:

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 works out strategies 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.

The systems are potentially vulnerable to data security breaches, whether by employees, or 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 clients. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access 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 clients, investors or 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 business and reputation.

Further, the COVID-19 pandemic has dynamically altered the approach on workplace hygiene and safety and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our senior management team contract COVID-19, it may potentially affect our operations.

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. The operating revenue including other income of the Company for the year under review was Rs. 8,11,13,889/- as against Rs. 5,74,72,911/- in the previous year which in the opinion of the Directors is satisfactory. Your Directors are hopeful to further improve the growth rate in turnover and profitability in current year. Net profit after tax stood at Rs. 1,57,29,621/- as against Rs. 1,06,15,277/- in the previous 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 your Company's growth strategy and handling the day to day activities within the organization. Your Company focuses on attracting and retaining the best possible talent. The team is a blend of experienced, professional with expertise in its line of business. The 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 the company has

employed 62 employees. Taking into this account, the 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	2020-21	2019-20	Growth	Reasons
Debtors Turnover	4.70	6.02	-22.01%	Debtors turnover ratio has witnessed a nominal reduction due to slight delay in our receivables from our customers amidst COVID-19 pandemic
Inventory Turnover	NA	NA	-	NA
Interest Coverage Ratio	NA	NA	-	NA
Current Ratio	7.92	3.65	117.13%	The Current Ratio increased significantly due to an infusion of IPO funds.
Debt Equity Ratio	0	0.23	-100.00%	The Company has repaid its debt from IPO proceeds.
Operating Profit Margin (%)	30.56%	24.99%	64.98%	Operating margin has seen significant increase in FY 2020-21 mainly due to effect of operating leverage.
Net Profit Margin (%)	26.33%	25.59%	38.80%	Net profit margin has increased due to increase in Operating margin.
Return on Networth	7.55%	25.21%	-	Though the net income has increased the RoNW has reduced due to the infusion of IPO funds impacting the average net worth.

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 25/08/2021
Place: Mumbai

Jignesh Mehta
Managing Director & CEO
(DIN: 07929488)

Sagar Thanki
Executive Director & CFO
(DIN: 08281489)

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

Name of Subsidiary	Markets On Cloud Private Limited
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	April 1, 2020 to March 31, 2021
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.)	1,00,000
Reserves & surplus	796
Total assets	1,05,876
Total Liabilities	1,05,876
Investments	-
Turnover	6000
Profit before taxation	351
Provision for taxation	80
Profit/(Loss) after taxation	271
Proposed Dividend	-
% of shareholding	100%

The following information shall be furnished:

Names of subsidiaries which are yet to commence operations – NONE

Names of subsidiaries which have been liquidated or sold during the year- NONE

Part “B”: Associates & Joint Ventures: NONE

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 25/08/2021
Place: Mumbai

Jignesh Mehta
Managing Director & CEO
(DIN: 07929488)

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

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2020-21 are as under:

Name of Director	Ratio
Jignesh Mehta	15.75
Sagar Thanki	2.45

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

Name	Designation	% increase/ decrease
Jignesh Mehta	Managing Director & CEO	35%*
Sagar Thanki	Executive Director & CFO	45%
Sunil Bang	Company Secretary	295%*

* Mr. Jignesh Mehta and Mr. Sunil Bang joined the Company on July 1, 2019 and August 1, 2019 respectively and accordingly the base figure of remuneration for financial year 2019-20 is not of full year.

During the year, the median remuneration of employees increased by 82%.

There were 62 permanent employees on the rolls of Company as on March 31, 2021.

Average percentile increase made in the salaries of employees other than the managerial personnel in the last Financial Year i.e. 2020-21 was 63% whereas the percentile increase in the managerial remuneration for the same Financial Year was 36%.

It is affirmed that the remuneration is as per the Nomination and Remuneration policy of the Company.

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 25/08/2021
Place: Mumbai

Jignesh Mehta
Managing Director & CEO
(DIN: 07929488)

Sagar Thanki
Executive Director & CFO
(DIN: 08281489)

ANNEXURE – III

The details of the ESOP Scheme 2019 for the financial year ended Marh 31, 2021 is as follows:

Particulars	Details
Options granted	0
Exercise price on options (in ₹)	₹10.00 per employee stock option
Vesting period	1 year from the date of grant of options
Options vested and not exercised	24,600
Options exercised	Nil
The total number of Equity Shares arising as a result of exercise of options	24,600, assuming all grants are accepted and exercised.
Options forfeited/lapsed	Nil
Variation of terms of options	Nil
Money realized by exercise of options	Nil
Total number of options in force as of March 31, 2021	24,600.
Employee-wise detail of options granted to: Key Managerial Personnel	Nil
Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil
Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital(excluding outstanding warrants and conversions) of our Company at the time of grant	Nil

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 25/08/2021

Place: Mumbai

Jignesh Mehta
Managing Director & CEO
(DIN: 07929488)

Sagar Thanki
Executive Director & CFO
(DIN: 08281489)

ANNEXURE – IV

1. NOMINATION AND REMUNERATION COMMITTEE (NRC)

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

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

Dates of meetings held during the year are:

September 29, 2020 and March 6, 2021

Attendance at NRC 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 Ramaiya	2	2

2. AUDIT COMMITTEE

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

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

Dates of meetings held during the year are:

August 12, 2020, December 11, 2020 and March 6, 2021.

Attendance at Audit Committee Meetings

Name of Director	Number of Committee Meetings held	Number of Committee Meetings attended
Ms. Priti Gandhi	3	3
Mr. Binod Maharana	3	3
Mr. Ravi Ramaiya	3	3

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC)

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

The Stakeholders' Relationship Committee comprises of following Directors:

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

Dates of meetings held during the year are:

September 29, 2020 and March 6, 2021.

Attendance at SRC 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

4. INTERNAL COMPLAINT COMMITTEE (ICC)

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

The Internal Complaint Committee comprises of following:

Name of Director	Status in Committee
Ms. Vandana Vania	Senior Woman Employee & Chairman
Mr. Jignesh Bijendra Mehta	Managing Director
Ms. Jhanvi Mehta	Woman Employee
Ms. Darshna Rathod	Woman Employee
Ms. Poornima Mendon	External Member

Dates of meeting held during the year are:

March 6, 2021

Attendance at ICC Meetings:

Name of Director	Number of Committee Meetings held	Number of Committee Meetings attended
Ms. Vandana Vania	1	1
Mr. Jignesh Bijendra Mehta	1	1
Ms. Jhanvi Mehta	1	1
Ms. Darshna Rathod	1	1
Ms. Poornima Mendon	1	1

For and on behalf of the Board
SECMARK CONSULTANCY LIMITED

Date: 25/08/2021

Place: Mumbai

Jignesh Mehta
Managing Director & CEO
(DIN: 07929488)

Sagar Thanki
Executive Director & CFO
(DIN: 08281489)

ANNEXURE – V

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[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: U67190MH2011PLC220404

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, 2021 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, 2021 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, 1998 – 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.

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 following specific events / actions having a major bearing on company's affair in pursuance of the above – referred laws, rules, regulations, guidelines, standards, etc;

- (i) The company has come out with public issue of 11,14,000 Equity shares and listed its shares at Bombay Stock Exchange (SME Platform) on October 01, 2020.

For K. P. GHELANI & ASSOCIATES

Company Secretaries

CS Keyur Ghelani

Proprietor

Mem No. ACS 33400

CoP: 12468

UDIN: A033400C000655615

Date: 19/07/2021

Place: Rajkot

ANNEXURE – VI

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

Details of contracts or arrangements or transactions not at arm's length basis – NIL

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts/arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) Date of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

Details of material contracts or arrangement or transactions at arm's length basis –NIL

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts/arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any
- (f) Amount paid as advances, if any: Amount is paid at the time of transaction and no advance was received.

For and on behalf of the Board

SECMARK CONSULTANCY LIMITED

Jignesh Mehta

Managing Director & CEO

(DIN: 07929488)

Sagar Thanki

Executive Director & CFO

(DIN: 08281489)

Date: 25/08/2021

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, 2021, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, its profit and its cash flows for the year ended on that date.

Basis of Opinion

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance



with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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, 2021 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2021 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 March 31, 2021 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:
1. The Company does not have any pending litigations, which has impact on its financial position in its financial statements.
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There is no amount due to transfer to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2021.

For D. Kothary & Co

Chartered Accountants

(Firm Registration No. 105335W)

Mehul N. Patel

Partner

Membership No. 132650

Place: Mumbai

Date: 25th May 2021

UDIN: 21132650AAAAEQ8386



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)

1. In respect of its Fixed Assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant & equipment on the basis of available information.
 - b) As explained to us, all the property, plant & equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) According to the documents provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date.
2. The Company does not hold any inventories during the year, hence this clause is not applicable.
 3. The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
 4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
 5. The Company has not accepted any deposits from the public.
 6. To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act, in respect of the business activities rendered by the Company.
 7. According to the information and explanations given to us in respect of statutory dues:
 - a) Undisputed statutory dues in respect of sales tax, service tax, withholding taxes, provident fund, and employees' state insurance, cess as applicable and any other statutory dues have been regularly deposited with the appropriate authorities. There were no undisputed amounts payable in respect of Income-tax, Custom Duty, GST, Cess and other material statutory dues in arrears as at 31st March 2021, 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.



8. Based on our audit procedures and as per the information and explanations given by management, the Company has not defaulted in repayment of dues to any bank and financial institution.
9. According to the information and explanations given to us, the Company had raised money by way of initial public offer during the year, and applied for the purpose it was obtained.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. The Company has paid/provided for managerial remuneration in the books of accounts in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For D. Kothary & Co

Chartered Accountants

(Firm Registration No. 105335W)

Mehul N. Patel

Partner

Membership No. 132650

Place: Mumbai

Date: 25th May 2021

UDIN: 21132650AAAAEQ8386



Annexure - B to the Auditors' Report

To the Members of

SecMark Consultancy Limited

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

We have audited the internal financial controls over financial reporting of SecMark Consultancy Limited ("the Company") as of 31 March 2021 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 31 March 2021, 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

Place: Mumbai

Date: 25th May 2021

UDIN: 21132650AAAAEQ8386

SECMARK CONSULTANCY LIMITED

CIN No. U67190MH2011PLC220404

BALANCE SHEET AS AT MARCH 31, 2021

Sr. No	Particulars		Notes	As at March 31, 2021	As at March 31, 2020
				Amount In Rs.	Amount In Rs.
I.	EQUITY AND LIABILITIES				
1	(a)	Share capital	3	41,240,000	30,100,000
	(b)	Reserves and surplus	4	166,992,902	12,013,281
				208,232,902	42,113,281
2	Non current liabilities				
	(a)	Long Term Borrowings	5	-	9,002,128
	(b)	Long Term Provisions	6	1,111,949	1,372,439
				1,111,949	10,374,567
3	Current liabilities				
	(a)	Short-term borrowings	7	8,835,703	1,563,820
	(b)	Trade Payable			
		A) total outstanding dues of micro & small enterprises		-	-
		B) total outstanding dues of creditors other than micro & small enterprises		2,644,859	849,889
	(c)	Other current liabilities	8	12,074,555	6,144,252
	(d)	Short term provisions	9	555,327	14,140
				24,110,444	8,572,101
	TOTAL			233,455,295	61,059,950
II.	ASSETS				
1	Non current assets				
	(a)	Fixed assets			
		(i) Tangible assets	10	18,070,683	17,454,351
					-
	(b)	Non current investments	11	6,650,349	2,650,349
	(c)	Deferred Tax Assets (Net)	12	2,113,739	525,150
	(d)	Other Non Current Assets	13	183,194,453	26,852,012
				210,029,224	47,481,862
2	Current assets				
	(a)	Trade receivables	14	20,889,376	11,430,672
	(b)	Cash and Cash Equivalents	15	91,685	91,989
	(c)	Short term loans and advances	16	2,445,010	2,055,428
				23,426,071	13,578,088
	TOTAL			233,455,295	61,059,950
	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

For and on behalf of the Board of Directors

SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Sunil Bang
Company Secretary

Place : Mumbai
Date : 25th May, 2021

SECMARK CONSULTANCY LIMITED

CIN No. U67190MH2011PLC220404

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2021

Sr. No	Particulars	Notes	For the Year ended 31 st March, 2021	For the Year ended 31 st March, 2020
			Amount In Rs.	Amount In Rs.
I.	Revenue from operations	17	75,890,349	56,256,131
II.	Other income	18	5,223,540	1,216,780
III	Total Revenue (A)		81,113,889	57,472,911
IV	Expenses:			
	Employee benefits expenses	19	28,501,351	27,361,153
	Finance cost	20	837,872	831,303
	Depreciation and amortization expenses	10	2,204,447	2,093,941
	Other Expenses	21	29,586,762	12,788,814
V	Total Expenses (B)		61,130,431	43,075,211
VI	Profit before tax (A-B)		19,983,458	14,397,700
VII	Tax expense:			
	Current tax		6,618,025	4,307,573
	Deferred tax		(1,588,588)	(525,150)
	Adjustment for Earlier year		(775,600)	-
VIII	Profit for the year (VI-VII)		15,729,621	10,615,277
	Earning per share on Equity Shares of Rs. 10 each (Refer to Note 24)			
	- Basic (P. Y. Restated)		4.41	3.53
	- Diluted (P. Y. Restated)		4.38	3.50
	Significant accounting policies & Notes to financial statements			

As per our report of even date

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

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

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Sunil Bang
Company Secretary

Place : Mumbai
Date : 25th May, 2021

SECMARK CONSULTANCY LIMITED

CIN No. U67190MH2011PLC220404

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

Particulars	For the year ended 31 st Mar, 2021	For the year ended 31 st Mar, 2020
	Amount In Rs.	Amount In Rs.
A. Cash Flow From Operating Activities :		
Net profit before tax as per statement of profit and loss	19,983,458	14,397,700
Adjustments for :		
Depreciation	2,204,447	2,093,941
Interest Income	(5,223,540)	(1,216,780)
Gratuity Provision	(257,223)	1,386,579
Interest Expenses	837,872	831,303
Operating Cash Flow Before Working Capital Changes	17,545,014	17,492,744
Changes in current assets and liabilities		
(Increase)/ Decrease in Trade receivables	(9,458,704)	(4,175,318)
(Increase)/ Decrease loans and advances & Other Current Assets	(6,905,983)	(4,934,974)
Increase/ (Decrease) in other current Liabilities & Provisions	8,235,142	(7,123,182)
Cash Generated From Operations	9,415,468	1,259,270
Payment of Taxes (Net of Refunds)	(5,199,043)	(3,864,218)
Net Cash Flow From Operating Activities (A)	4,216,425	(2,604,948)
B. Cash Flow From Investing Activities :		
(Purchase)/ Sale of Fixed Assets	(2,820,779)	(539,426)
(Increase)/ Decrease in Fixed Deposits	(149,826,041)	(4,445,089)
(Purchase)/ Sale of Investments (net)	(4,000,000)	-
Interest received from Fixed Deposit and Bonds	5,223,540	1,216,780
Net Cash Flow From Investment Activities (B)	(151,423,280)	(3,767,735)

Contd...

Particulars	For the year ended 31 st Mar, 2021	For the year ended 31 st Mar, 2020
	Amount In Rs.	Amount In Rs.
C. Cash Flow From Financing Activities :		
(Repayment) / Proceed of borrowings from financial institutions/Others	(2,345,577)	6,932,157
Proceeds from issue of Equity Shares including premium through IPO	150,390,000	-
Interest on short term borrowing	(837,872)	(831,303)
Net Cash From / (Used In) Financing Activities (C)	147,206,551	6,100,853
Net Increase In Cash Or Cash Equivalents (A+B+C)	(304)	(271,830)
Cash And Cash Equivalents At The Beginning Of The Year	91,989	363,819
Cash And Cash Equivalents As At The End Of The Year	91,685	91,989
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

For and on behalf of the Board of Directors

SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

Notes to financial statements for the year ended March 31, 2021

Note 1 : Corporate information

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

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

The Company came up with its IPO in the current Financial Year and the paid up share capital of the company is Rs. 4,12,40,000. (Four Crores Twelve Lakh and Forty Thousand only)

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

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

g) Taxation:

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

h) Earnings per share:

The basic earnings per share is computed by dividing the net profit / loss attributable to the equity shareholders for the period by the number of equity shares outstanding on the last day of reporting period.

In computing dilutive earnings per share, only potential equity shares that are dilutive and that reduce profit / loss per share are included.

NOTE 3 (a) : SHARE CAPITAL

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
AUTHORISED SHARE CAPITAL		
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10 each	50,000,000	50,000,000
Total	50,000,000	50,000,000
ISSUED, SUBSCRIBED AND PAID UP		
41,24,000 (Previous Year 30,10,000) Equity Shares of Rs.10 each fully paid up	41,240,000	30,100,000
Total	41,240,000	30,100,000

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

NOTE 3 (c) : The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2021 and March 31, 2020 is set out below

Particulars	As at 31 March 2021		As at 31 March 2020	
	No. of shares held	Amount In Rs.	No. of shares held	Amount In Rs.
Equity Shares				
Number of Shares at the beginning	3,010,000	30,100,000	10,000	100,000
Add : Further Issue of Shares as Bonus	-	-	3,000,000	30,000,000
Add : Further Issue of Shares as IPO	1,114,000	11,140,000	-	-
Number of shares at the end	4,124,000	41,240,000	3,010,000	30,100,000

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

Class of shares / Name of Shareholders	As at 31 March 2021		As at 31 March 2020	
	No. of shares held	% holding	No. of shares held	% holding
Equity Shares with voting rights				
SecMark Holdings Private Limited	3,010,000	72.99%	3,010,000	100.00%

NOTE 4 : RESERVES AND SURPLUS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Securities Premium	-	-
Add: on IPO Allotment of Equity Shares	139,250,000	-
	139,250,000	-
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	12,013,281	31,398,004
Add: Profit / (Loss) for the year	15,729,621	10,615,277
	27,742,902	42,013,281
Less : Transferred to Capital as Bonus Issue	-	30,000,000
	27,742,902	12,013,281
Total	166,992,902	12,013,281

NOTE 5 : LONG TERM BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Term loan from Bank	-	9,002,128
(Secured against Property)		
Total	-	9,002,128

NOTE 6 : LONG TERM PROVISIONS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Gratuity Provisions	1,111,949	1,372,439
Total	1,111,949	1,372,439

NOTE 7 : SHORT TERM BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Secured		
Bank Loans repayable on demand	8,835,703	1,563,820
(Secured against Fixed Deposit)		
Total	8,835,703	1,563,820

NOTE 8 : OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Current maturities of long term Borrowings	-	615,331
Statutory liabilities	4,178,125	2,709,479
Deposit from Customer	150,000	150,000
Salary Payable	7,215,469	2,320,737
ESOP Outstanding	98,400	4,313
Other Payable	432,561	344,392
Total	12,074,555	6,144,252

NOTE 9 : SHORT TERM PROVISIONS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Gratuity Provision	17,407	14,140
Provision for tax (Net of Advance Tax)	537,920	-
Total	555,327	14,140

NOTE 10 : FIXED ASSETS

Particulars	Gross block			Accumulated depreciation				Net block	
	Balance as at 1 April, 2020	Additions	Disposals	Balance as at 31 March, 2021	Balance as at 1 April, 2020	Depreciation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2021	Balance as at 31 March, 2020
	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.
(A) Tangible assets									
Furniture and Fixtures	6,357,100	23,437	-	6,380,537	2,069,979	431,056	-	2,501,034	4,287,122
Vehicle	751,442	2,091,358	-	2,842,800	327,136	220,498	-	2,295,166	424,306
Office Equipment	1,026,866	-	-	1,026,866	827,044	29,973	-	857,017	199,823
Building	13,835,100	-	-	13,835,100	1,692,980	1,214,212	-	2,907,192	12,142,120
Computer	593,180	705,984	-	1,299,165	192,199	308,708	-	500,907	400,981
Total	22,563,689	2,820,779	-	25,384,467	5,109,337	2,204,447	-	7,313,784	17,454,351
Previous year	22,024,262	539,426	-	22,563,689	3,015,396	2,093,941	-	5,109,337	17,454,351

NOTE 11 : NON-CURRENT INVESTMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Investment in Subsidiary (Unquoted)		
Investment in Equity Of Markets on Cloud	80,000	80,000
Investment in Bonds		
NTPC- Bonds	500,000	500,000
APSTC Bond	2,070,349	2,070,349
PFCL Bond	4,000,000	-
Total	6,650,349	2,650,349

NOTE 12 : DEFERRED TAX ASSETS (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
On account of 43B Gratuity	284,236	348,974
On Account of 35D	1,829,502	176,176
Total	2,113,739	525,150

NOTE 13 : OTHER NON CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
(Unsecured, considered good)		
Advances to Sameer Family for Land at Murbad	12,664,800	8,034,800
Fixed Deposit for more than 12 month maturity	167,513,253	17,687,212
Security Deposit	3,016,400	1,130,000
Total	183,194,453	26,852,012

NOTE 14 : TRADE RECEIVABLES

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
(Unsecured, considered good)		
More than six months	1,134,488	131,519
Other trade receivables	19,754,888	11,299,153
(See also Note No 28)		
Total	20,889,376	11,430,672

NOTE 15 : CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
(a) Cash on hand	91,022	91,021
(b) Balances with banks		
(i) In Current accounts	663	967
Total	91,685	91,989

NOTE 16 : SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Advance tax & TDS Receivable (Net of Provision)	1,264,622	1,370,084
Balance With Government authorities	299,617	-
Loans and Advances to Employee	580,925	549,319
Prepaid Expenses	146,856	-
Interest Receivable	71,357	-
Advances for Expenses	81,634	136,025
Total	2,445,010	2,055,428

NOTE 17 : REVENUE FROM OPERATIONS

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Sale of Services	75,890,349	56,256,131
(See also Note No 29)		
Total	75,890,349	56,256,131

NOTE 18 : OTHER INCOMES

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Interest from Bank, Investments & Others	5,223,540	1,216,780
Total	5,223,540	1,216,780

NOTE 19 : EMPLOYEE BENEFIT EXPENSES

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Salary, wages, bonus and allowances	27,922,429	25,494,701
Contribution to PF and Other Fund	(257,223)	1,386,579
Employee Compensation Expenses (ESOP)	94,087	4,313
Employee welfare and other amenities	742,058	475,560
Total	28,501,351	27,361,153

NOTE 20 : FINANCE COST

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Interest - Bank OD and Term Loan	837,872	831,303
Total	837,872	831,303

NOTE 21 : OTHER EXPENSES

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Auditors' Remuneration	162,800	70,000
Business Promotion Expenses	725,557	1,161,684
Professional Fees Paid	11,176,548	4,430,881
Software Development Expenses	4,233,330	-
Conveyance & Travelling Expenses	396,595	1,803,541
Insurance charges	197,605	-
Repairs & Maintenance	293,478	679,761
Receivables Not Recoverable	-	638,252
Rent, Rates & taxes	2,531,178	1,762,945
IPO Expenses	8,430,201	875,000
Office Expenses	410,268	663,170
Contract Charges	581,627	
Printing & Stationery Expenses	62,964	351,588
Miscellaneous Expenses	384,611	351,992
Total	29,586,762	12,788,814

NOTE 22 : AUDITORS REMUNERATION

Particulars	As At March 31, 2021	As At March 31, 2020
For Audit Fees	50,000	50,000
For Tax Audit Fees	20,000	20,000
Advisory and Certification Fees for IPO	92,800	-
Total	1,62,800	70,000

NOTE 23 : RELATED PARTY TRANSACTIONS

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

23.1 : RELATIONSHIPS DURING THE YEAR

(A) Holding Company

Secmark Holdings Private Limited

(B) Subsidiary Company

Markets on Cloud Private Limited

(C) Key Managerial Personnel & their relatives

- Jignesh Mehta (CEO & MD from 01st January 2020)
- Anita Mehta (Relative of Jignesh Mehta)
- Sagar Thanki (CFO & Director from 28th January 2019)
- Nirav Thanki (Relative of Sagar Thanki)
- Sunil Bang (Company Secretary from 01st January 2020)
- Yogita Thanki (Relative of Sagar Thanki)
- Hansaben Thanki (Relative of Sagar Thanki)
- Disha Thanki (Relative of Sagar Thanki)
- Gautam Thanki (Relative of Sagar Thanki)
- Rakhi Bang (Relative of Sunil Bang)

(D) Other Directors & their relatives

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

23.2 : RELATED PARTY TRANSACTION DURING THE YEAR:

Particulars	2020-21	2019-20
(A) Transaction with related parties during the year		
Directors Remuneration		
• Indira Ramaiya	-	5,00,000
• Hiral Shah	-	6,00,000
• Jignesh Mehta	38,50,000	28,55,000
• Sagar Thanki	6,44,982	4,13,555
Salaries and Allowances		
• Anita Mehta	-	10,05,000
• Nirav Thanki	2,66,409	2,81,242
• Hiral Shah	-	3,00,000
• Indira Ramaiya	-	4,00,000
• Yogita Thanki	3,00,000	2,97,500
• Hansaben Thanki	-	2,97,500
• Disha Thanki	-	2,97,500
• Gautam Thanki	3,00,000	-
• Sunil Bang	20,34,394	5,20,000
• Rakhi Bang	-	2,80,000
• Trupti Ramaiya	-	12,00,000
Rent Expenses		
• Trupti Ramaiya	12,00,000	6,00,000
• Hiral Shah	8,55,000	75,000
Professional Fees Paid		
• Shah and Ramaiya	14,00,000	3,00,000

NOTE 24 : EARNINGS PER SHARE

Particulars	As At March 31, 2021	As At March 31, 2020
Net profit after tax as per statement of profit and loss	1,57,29,621	1,06,15,277
Number of equity shares outstanding during the year	30,10,000	10,000
Restated Number of equity shares outstanding during the year	35,68,526	30,10,000
Effect of Dilution:		
Share options	24,600	24,600
Restated Number of equity shares adjusted after dilution (Bonus Issue)	35,93,126	30,34,600
Basic earnings per share (Restated)	4.41	3.53
Diluted earnings per share (Restated)	4.38	3.50

NOTE 25 : EMPLOYEE STOCK OPTION SCHEME 2019

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

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

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

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

NOTE 26 : EMPLOYEE BENEFIT OBLIGATIONS

a) Defined Contribution Plans

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

b) Defined Benefit Plans Gratuity

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

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

	2020-21	2019-20
As at 1st April	13,86,579	14,33,529
Interest Cost	97,061	1,00,347
Past Service Cost	-	-
Current Service cost	3,38,317	5,26,010
Benefits Paid	-	-
Actuarial (Gain)/ Loss on the obligation	(6,92,601)	(6,73,307)
As at 31st March	11,29,356	13,86,579
Principal actuarial assumptions		
	2020-21	2019-20
Discount Rate	7.00%	7.00%
Salary Escalation	5.00%	5.00%

NOTE 27 :

During the year ended 31.03.2021, the Company had completed the Initial Public Offer (IPO) of its equity shares comprising a fresh issue of 11,14,000 equity shares having a face value of Rs.10 each at an offer price of Rs. 135 per share aggregating to Rs. 15,03,90,000. Pursuant to the IPO, the Equity shares of the Company have got listed on SME Exchange on BSE limited.

Utilisation of Net IPO Proceeds and proceeds from Pre IPO placement for the year ended 31.03.2021

Particulars	Amount in Rs.
Amount Received	15,03,90,000
Less: Amount Paid/invested	
Repayment of Debts / Overdraft	1,50,00,000

Particulars	Amount in Rs.
IPO Related Expenses	1,04,00,000
Incurred for the Object of the issue	69,25,388
General corporate purposes	25,00,000
Balance amount deposited in Bank	11,55,64,612

NOTE 28 :

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

NOTE 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 :

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



D. KOTHARY & CO

Chartered Accountant

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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 Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of SecMark Consultancy Limited (herein after referred as “the Holding Company”) and its subsidiary (the Holding Company and its subsidiary together referred to as “the Group”) , which comprise the Consolidated Balance Sheet as at 31st March, 2021, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as “the Consolidated Financial Statements”)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2021, their consolidated profit and their consolidated cash flow for the year ended on that date

Basis of Opinion

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

Key Audit Matters

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

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

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

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

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

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

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

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

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



collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters



in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We have not audited the financial statements of one subsidiary whose financial statements/ financial information reflect total assets of Rs. 1,05,876/- as at 31st March, 2021, total revenues of Rs. 6,000 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

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

Report on Other Legal and Regulatory Requirements

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules there under.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company covered under the Act, none of the directors of the Group companies are disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.



- (f) With respect to the adequacy of the internal financial controls with reference to financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” and
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2021 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, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements as also the other financial information of a subsidiary, as noted in the 'Other matter' paragraph:
 - i. The consolidated financial statements 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 due to transfer to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March, 2021.

For D. Kothary & Co

Chartered Accountants

(Firm Registration No. 105335W)

Mehul N. Patel

Partner

Membership No. 132650

Place: Mumbai

Date: 25th May 2021

UDIN: 21132650AAAER8445



Annexure - A

To the Independent Auditor's Report on the Consolidated Financial Statements of SecMark Consultancy Limited

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

We have audited the internal financial controls over financial reporting of SecMark Consultancy Limited ("the Company") as of 31st March 2021 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company, have in all material respects, an adequate internal financial control system with reference to consolidated financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2021, based on the internal controls with reference to financial statements criteria established by the Company, considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For D. Kothary & Co

Chartered Accountants

(Firm Registration No. 105335W)

Mehul N. Patel

Partner

Membership No. 132650

Place: Mumbai

Date: 25th May 2021

UDIN: 21132650AAAAER8445

SECMARK CONSULTANCY LIMITED

CIN No. U67190MH2011PLC220404

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

Sr. No	Particulars		Notes	As at March 31, 2021	As at March 31, 2020
				Amount In Rs.	Amount In Rs.
I.	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a)	Share capital	3	41,240,000	30,100,000
	(b)	Reserves and surplus	4	167,013,698	12,033,806
				208,253,698	42,133,806
2	Non current liabilities				
	(a)	Long Term Borrowings	5	-	9,002,128
	(b)	Long Term Provisions	6	1,111,949	1,372,439
				1,111,949	10,374,567
3	Current liabilities				
	(a)	Short-term borrowings	7	8,835,703	1,563,820
	(b)	Trade Payable			
		A) total outstanding dues of micro & small enterprises		-	-
		B) total outstanding dues of creditors other than micro & small enterprises		2,644,859	849,889
	(c)	Other current liabilities	8	12,079,555	6,144,252
	(d)	Short term provisions	9	555,407	14,220
				24,115,524	8,572,181
	TOTAL			233,481,171	61,080,555
II.	ASSETS				
1	Non current assets				
	(a)	Fixed assets			
		(i) Tangible assets	10	18,070,683	17,454,351
					-
	(b)	Non current investments	11	6,570,349	2,570,349
	(c)	Deferred Tax Assets (Net)	12	2,113,739	525,150
	(d)	Other Non Current Assets	13	183,194,453	26,852,012
				209,949,224	47,401,862
2	Current assets				
	(a)	Trade receivables	14	20,889,376	11,430,672
	(b)	Cash and Cash Equivalents	15	197,561	192,594
	(c)	Short term loans and advances	16	2,445,010	2,055,428
				23,531,947	13,678,693
	TOTAL			233,481,171	61,080,555
	Significant accounting policies & Notes to financial statements		1 to 30		

As per our report of even date

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

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

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Sunil Bang
Company Secretary

Place : Mumbai
Date : 25th May, 2021

SECMARK CONSULTANCY LIMITED

CIN No. U67190MH2011PLC220404

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH, 31 2021

Sr. No	Particulars	Notes	For the Year ended 31 st March, 2021	For the Year ended 31 st March, 2020
			Amount In Rs.	Amount In Rs.
I.	Revenue from operations	17	75,890,349	56,256,131
II.	Other income	18	5,229,540	1,217,780
III	Total Revenue (A)		81,119,889	57,473,911
IV	Expenses:			
	Employee benefits expenses	19	28,501,351	27,361,153
	Finance cost	20	837,872	831,303
	Depreciation and amortization expenses	10	2,204,447	2,093,941
	Other Expenses	21	29,592,411	12,789,463
V	Total Expenses (B)		61,136,080	43,075,860
VI	Profit before tax (A-B)		19,983,809	14,398,051
VII	Tax expense:			
	Current tax		6,618,105	4,307,653
	Deferred tax		(1,588,588)	(525,150)
	Adjustment for Earlier year		(775,600)	-
VIII	Profit for the year (VI-VII)		15,729,892	10,615,548
	Earning per share on Equity Shares of Rs. 10 each (Refer to Note 24)			
	- Basic (P. Y. Restated)		4.41	3.53
	- Diluted (P. Y. Restated)		4.38	3.50
	Significant accounting policies & Notes to financial statements			

As per our report of even date

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

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

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Sunil Bang
Company Secretary

SECMARK CONSULTANCY LIMITED

Consolidated Notes to financial statements for the year ended March 31, 2021

Note 1: Corporate information

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

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

The Company came up with its IPO in the current Financial Year and the paid up share capital of the company is Rs. 4,12,40,000. (Four Crores Twelve Lakh and Forty Thousand only)

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)

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 predetermined 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) Taxation :

a) Current Tax:

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

h) Earnings per share :

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

SECMARK CONSULTANCY LIMITED

CIN No. U67190MH2011PLC220404

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

Particulars	For the year ended 31 st Mar, 2021	For the year ended 31 st Mar, 2020
	Amount In Rs.	Amount In Rs.
A.. Cash Flow From Operating Activities :		
Net profit before tax as per statement of profit and loss	19,983,809	14,398,051
Adjustments for :		
Depreciation	2,204,447	2,093,941
Interest Income	(5,229,540)	(1,216,780)
Gratuity Provision	(257,223)	1,386,579
Interest Expenses	837,872	831,303
Operating Cash Flow Before Working Capital Changes	17,539,365	17,493,095
Changes in current assets and liabilities		
(Increase)/ Decrease in Trade receivables	(9,458,704)	(4,175,318)
(Increase)/ Decrease loans and advances & Other Current Assets	(6,905,983)	(4,934,974)
Increase/ (Decrease) in other current Liabilities & Provisions	8,240,142	(7,123,182)
Cash Generated From Operations	9,414,819	1,259,621
Payment of Taxes (Net of Refunds)	(5,199,123)	(3,864,218)
Net Cash Flow From Operating Activities (A)	4,215,696	(2,604,597)
B. Cash Flow From Investing Activities :		
(Purchase)/ Sale of Fixed Assets	(2,820,779)	(539,426)
(Increase)/ Decrease in Fixed Deposits	(149,826,041)	(4,445,089)
(Purchase)/ Sale of Investments (net)	(4,000,000)	-
Interest received from Fixed Deposit and Bonds	5,229,540	1,216,780
Net Cash Flow From Investment Activities (B)	(151,417,280)	(3,767,735)

Contd..

Particulars	For the year ended 31 st Mar, 2021	For the year ended 31 st Mar, 2020
	Amount In Rs.	Amount In Rs.
C. Cash Flow From Financing Activities :		
(Repayment) / Proceed of borrowings from financial institutions/Others	(2,345,577)	6,932,157
Proceeds from issue of Equity Shares including premium through IPO	150,390,000	-
Interest on short term borrowing	(837,872)	(831,303)
Net Cash From / (Used In) Financing Activities (C)	147,206,551	6,100,853
Net Increase In Cash Or Cash Equivalents (A+B+C)	4,968	(271,479)
Cash And Cash Equivalents At The Beginning Of The Year	192,594	464,072
Cash And Cash Equivalents As At The End Of The Year	197,561	192,594
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

For and on behalf of the Board of Directors

SecMark Consultancy Limited

Mehul N. Patel
Partner
Membership No.: 132650

Jignesh Mehta
Managing Director & CEO
DIN : 07929488

Sagar Thanki
Executive Director & CFO
DIN : 08281489

Sunil Bang
Company Secretary

NOTE 3 (a) : SHARE CAPITAL

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
AUTHORISED SHARE CAPITAL		
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10 each	50,000,000	50,000,000
Total	50,000,000	50,000,000
ISSUED, SUBSCRIBED AND PAID UP		
41,24,000 (Previous Year 30,10,000) Equity Shares of Rs.10 each fully paid up	41,240,000	30,100,000
Total	41,240,000	30,100,000

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

NOTE 3 (c) : The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2021 and March 31, 2020 is set out below

Particulars	As at 31 March 2021		As at 31 March 2020	
	No. of shares held	Amount In Rs.	No. of shares held	Amount In Rs.
Equity Shares				
Number of Shares at the beginning	3,010,000	30,100,000	10,000	100,000
Add : Further Issue of Shares as Bonus	-	-	3,000,000	30,000,000
Add : Further Issue of Shares as IPO	1,114,000	11,140,000		
Number of shares at the end	4,124,000	41,240,000	3,010,000	30,100,000

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

Class of shares / Name of Shareholders	As at 31 March 2021		As at 31 March 2020	
	No. of shares held	% holding	No. of shares held	% holding
Equity Shares with voting rights				
SecMark Holdings Private Limited	3,010,000	72.99%	3,010,000	100.00%

NOTE 4 : RESERVES AND SURPLUS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Capital Reserve on Consolidation	20,890	20,890
Securities Premium	-	-
Add: On IPO Allotment of Equity Shares	139,250,000	-
	139,250,000	-
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	12,012,916	31,397,368
Add: Profit / (Loss) for the year	15,729,892	10,615,548
	27,742,808	42,012,916
Less : Transferred to Capital as Bonus Issue	-	30,000,000
	27,742,808	12,012,916
Total	167,013,698	12,033,806

NOTE 5 : LONG TERM BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Term loan from Bank	-	9,002,128
(Secured against Property)		
Total	-	9,002,128

NOTE 6 : LONG TERM PROVISIONS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Gratuity Provisions	1,111,949	1,372,439
Total	1,111,949	1,372,439

NOTE 7 : SHORT TERM BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Secured		
Bank Loans repayable on demand	8,835,703	1,563,820
(Secured against Fixed Deposit)		
Total	8,835,703	1,563,820

NOTE 8 : OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Current maturities of long term Borrowings	-	615,331
Statutory liabilities	4,178,125	2,709,479
Deposit from Customer	150,000	150,000
Salary Payable	7,215,469	2,320,737
ESOP Outstanding	98,400	4,313
Other Payable	437,561	344,392
Total	12,079,555	6,144,252

NOTE 9 : SHORT TERM PROVISIONS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Gratuity Provision	17,407	14,140
Provision for tax (Net of Advance Tax)	538,000	80
Total	555,407	14,220

NOTE 10 : FIXED ASSETS

Particulars	Gross block			Accumulated depreciation				Net block	
	Balance as at 1 April, 2020	Additions	Disposals	Balance as at 31 March, 2021	Balance as at 1 April, 2020	Depreciation for expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2021	Balance as at 31 March, 2020
	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.	Amount In Rs.
(A) Tangible assets									
Furniture and Fixtures	6,357,100	23,437	-	6,380,537	2,069,979	431,056	-	2,501,034	4,287,122
Vehicle	751,442	2,091,358	-	2,842,800	327,136	220,498	-	547,633	424,306
Office Equipment	1,026,866	-	-	1,026,866	827,044	29,973	-	857,017	199,823
Building	13,835,100	-	-	13,835,100	1,692,980	1,214,212	-	2,907,192	12,142,120
Computer	593,180	705,984	-	1,299,165	192,199	308,708	-	500,907	400,981
Total	22,563,689	2,820,779	-	25,384,467	5,109,337	2,204,447	-	7,313,784	17,454,351
Previous year	22,024,262	539,426	-	22,563,689	3,015,396	2,093,941	-	5,109,337	17,454,351

NOTE 11 : NON-CURRENT INVESTMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Investment in Bonds		
NTPC- Bonds	500,000	500,000
APSTC Bond	2,070,349	2,070,349
PFCL Bond	4,000,000	-
Total	6,570,349	2,570,349

NOTE 12 : DEFERRED TAX ASSETS (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
On account of 43B Gratuity	284,236	348,974
On Account of 35D	1,829,502	176,176
Total	2,113,739	525,150

NOTE 13 : OTHER NON CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
(Unsecured, considered good)		
Loan to Sameer Family for Land at Murbad	12,664,800	8,034,800
Fixed Deposit for more than 12 month maturity	167,513,253	17,687,212
Security Deposit	3,016,400	1,130,000
Total	183,194,453	26,852,012

NOTE 14 : TRADE RECEIVABLES

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
(Unsecured, considered good)		
More than six months	1,134,488	131,519
Other trade receivables	19,754,888	11,299,153
(See also Note No 28)		
Total	20,889,376	11,430,672

NOTE 15 : CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
(a) Cash on hand	133,832	154,736
(b) Balances with banks		
(i) In Current accounts	63,729	37,857
Total	197,561	192,594

NOTE 16 : SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 March 2021	As at 31 March 2020
	Amount In Rs.	Amount In Rs.
Advance tax & TDS Receivable (Net of Provision)	1,264,622	1,370,084
Balance With Government authorities	299,617	-
Loans and Advances to Employee	580,925	549,319
Prepaid Expenses	146,856	-
Interest Receivable	71,357	-
Advances for Expenses	81,634	136,025
Total	2,445,010	2,055,428

NOTE 17 : REVENUE FROM OPERATIONS

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Sale of Services	75,890,349	56,256,131
(See also Note No 29)		
Total	75,890,349	56,256,131

NOTE 18 : OTHER INCOMES

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Interest from Bank, Investments & Others	5,229,540	1,217,780
Total	5,229,540	1,217,780

NOTE 19 : EMPLOYEE BENEFIT EXPENSES

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Salary, wages, bonus and allowances	27,922,429	25,494,701
Contribution to PF and Other Fund	(257,223)	1,386,579
Employee Compensation Expenses (ESOP)	94,087	4,313
Employee welfare and other amenities	742,058	475,560
Total	28,501,351	27,361,153

NOTE 20 : FINANCE COST

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Interest - Bank OD and Term Loan	837,872	831,303
Total	837,872	831,303

NOTE 21 : OTHER EXPENSES

Particulars	2020-2021	2019-2020
	Amount in Rs.	Amount in Rs.
Auditors' Remuneration	162,800	70,000
Business Promotion Expenses	725,557	1,161,684
Professional Fees Paid	11,181,548	4,430,881
Software Development Expenses	4,233,330	-
Conveyance & Travelling Expenses	396,595	1,803,541
Insurance	197,605	-
Repairs & Maintenance	293,478	679,761
Receivables Not Recoverable	-	638,252
Rent, Rates & taxes	2,531,178	1,762,945
IPO Expenses	8,430,201	875,000
Office Expenses	410,268	663,170
Contract Charges	581,627	-
Printing & Stationery Expenses	62,964	351,588
Miscellaneous Expenses	385,260	352,641
Total	29,592,411	12,789,463

Note 22 : Auditors Remuneration

Particulars	As At March 31, 2021	As At March 31, 2020
For Audit Fees	50,000	50,000
For Tax Audit Fees	20,000	20,000
Advisory and Certification Fees for IPO	92,800	
Total	162,800	70,000

Note 23 : Related Party Transactions

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

23.1 Relationships during the year

- (A) Holding Company
 - SecMark Holdings Private Limited
- (B) Key Managerial Personnel & their relatives

<ul style="list-style-type: none"> - Jignesh Mehta (CEO & MD from 01st January 2020) - Sagar Thanki (CFO & Director from 28th January 2019) - Sunil Bang (Company Secretary from 01st January 2020) - Hansaben Thanki (Relative of Sagar Thanki) - Disha Thanki (Relative of Sagar Thanki) - Gautam Thanki (Relative of Sagar Thanki) - Rakhi Bang (Relative of Sunil Bang) 	<ul style="list-style-type: none"> - Anita Mehta (Relative of Jignesh Mehta) - Nirav Thanki (Relative of Sagar Thanki) - Yogita Thanki (Relative of Sagar Thanki)
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- (C) Other Directors & their relatives
 - Binod Chandra Maharana (Independent Director)
 - Priti Nigam Gandhi (Independent Director)
 - Ravi Ramiya (Non executive)
 - Shardul Shah (Non executive)
 - Ilaben Shah (till 6th August 2019) (Promoter and Ex Director)
 - Indira Ramaiya (till 12th August 2019) (Promoter and Ex Director)
 - Hiral Shah (till 30th October 2019) (Relative of Shardul Shah)

23.2 Related party transaction during the year:

Particulars	2020-2021	2019-2020
(A) Transaction with related parties during the year		
Directors Remuneration		
- Indira Ramaiya	-	500,000
- Hiral Shah	-	600,000
- Jignesh Mehta	3,850,000	2,855,000
- Sagar Thanki	644,982	413,555
Salaries and Allowances		
- Anita Mehta	-	1,005,000
- Nirav Thanki	266,409	281,242
- Hiral Shah	-	300,000
- Indira Ramaiya	-	400,000
- Yogita Thanki	300,000	297,500
- Hansaben Thanki	-	297,500
- Disha Thanki	-	297,500
- Gautam Thanki	300,000	-
- Sunil Bang	2,034,394	520,000
- Rakhi Bang	-	280,000
- Trupti Ramaiya	-	1,200,000
Rent Expenses		
- Trupti Ramaiya	1,200,000	600,000
- Hiral Shah	855,000	75,000
Professional Fees Paid		
- Shah and Ramaiya	1,400,000	300,000

NOTE : 24 EARNING PER SHARE

Particulars	As At March 31, 2021	As At March 31, 2020
Net profit after tax as per statement of profit and loss	15,729,892	10,615,548
Number of equity shares outstanding during the year	3,010,000	10,000
Restated Number of equity shares outstanding during the year (Bonus Issue)	3,568,526	3,010,000
Effect of Dilution:		
Share options	24,600	24,600
Restated Number of equity shares adjusted after dilution (Bonus Issue)	3,593,126	3,034,600
Basic earnings per share (Restated)	4.41	3.53
Diluted earnings per share (Restated)	4.38	3.50

Note 25 : Employee Stock Option Scheme, 2019

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

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

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

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

Note 26 : Employee Benefit obligations

a) Defined Contribution Plans

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

b) Defined Benefit Plans

Gratuity

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

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

Particulars	2020-2021	2019-2020
As at 1 st April	1,386,579	1,433,529
Interest Cost	97,061	100,347
Past Service Cost	-	-
Current Service cost	338,317	526,010
Benefits Paid	-	-
Actuarial (Gain)/ Loss on the obligation	(692,601)	(673,307)
As at 31 st March	1,129,356	1,386,579

Principal actuarial assumptions

Discount Rate	7.00%	7.00%
Salary Escalation	5.00%	5.00%

Note : 27

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

Note : 28

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

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

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

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

Note 29 : Revenue from Contracts with Clients:

The Company has evaluated the impact of COVID-19 resulting from (i) the possible constraints to continue its operations and revisions in costs to fulfill the pending obligations (ii) penalties, if any, relating to

breaches of agreements and (iii) termination or deferment of contracts by clients. The Company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

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

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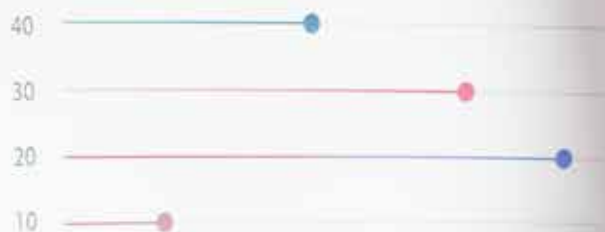
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45



60



STOP 1

INFORM



115

85k



60k

45k



कर्मण्येवाधिकारस्ते मा फलेषु कदाचन।

Karmanyē 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.



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