

February 28, 2022

BSE Limited

P. J. Towers, Dalal Street,

Mumbai -400001

Symbol - SECMARK | Scrip Code No. 543234

Dear Sirs / Madam,

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is pleased to inform that it has entered into Software Purchase Agreement for purchase of following software applications and others along with all right, title and interest therein with Analyze N Control Private Limited (ANC) on February 28, 2022:

- (i) C-SAFE - client screening application to help client screening and fraud elimination;
- (ii) SOSAML - signs of surveillance and Anti-Money Laundering Integrated-
 - a. Standard version;
 - b. EDEL wealth version;
 - c. EDEL wealth branch version;
- (iii) CircularsNOOrders Mailing;
- (iv) Power updates;
- (v) Compliance reference window hosted on www.circularsnorders.com;
- (vi) Backend systems for updating database of regulatory notifications, screening and compliance products; and
- (vii) Website being <https://www.circularsnorders.com>, <https://www.analyzencontrol.in> and <https://www.analyzencontrol.com> and any other website belonging to or owned by, the ANC.

The above software applications are used by various financial market participants registered with SEBI.

The Company has also acquired the trade mark “Analyze n Control” from Rekha Utsav Shah (“Trademark Agreement”) on February 28, 2022.

The Company has further entered into an agreement with ANC and its directors Rekha Utsav Shah and Utsav D Shah for providing consultancy services with respect to further developing, maintaining and enhancing the said software applications (herein after referred as “Consultancy Agreement”) on February 28, 2022.

The disclosure required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is given in the enclosed Annexure.

Kindly take the above on record & oblige.

FOR SECMARK CONSULTANCY LIMITED

SUNIL BANG

COMPANY SECRETARY & COMPLIANCE OFFICER

ACS 017808

ANNEXURE - DISCLOSURE UNDER REGULATION 30 OF SEBI (LODR)

Annexure

Software Purchase Agreement

S#	Particulars	Disclosure
1.	Name(S) of parties with whom the agreement is entered	Analyze n Control Private Limited (ANC)
2.	Purpose of entering into the agreement	For purchase of following software along with all right, title and interest therein: (a) C-SAFE - client screening application to help client screening and fraud elimination; (b) SOSAML - signs of surveillance and Anti-Money Laundering Integrated- i. Standard version; ii. EDEL wealth version; iii. EDEL wealth branch version; (c) CircularsNOrders Mailing; (d) Power updates; (e) Compliance reference window hosted on www.circularsnorders.com ; (f) Backend systems for updating database of regulatory notifications, screening and compliance products; and (g) Website being www.circularsnorders.com , www.analyzencontrol.in and www.analyzencontrol.com and any other website belonging to or owned by, the ANC.
3.	Shareholding, if any, in the entity with whom the agreement is executed	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	The consideration for purchase of software is INR 1,49,00,000 (Rupees One Crore Forty- Nine Lakh only).
5.	Whether, the said parties are related to	No

S#	Particulars	Disclosure
	promoter/promoter group/ group companies in any manner. If yes, nature of relationship	
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	No
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (i) name of parties to the agreement; (ii) nature of the agreement; (iii) date of execution of the agreement; (iv) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

Trademark Agreement:

S#	Particulars	Disclosure
1.	Name(S) of parties with whom the agreement is entered	Rekha Utsav Shah
2.	Purpose of entering into the agreement	Assignment of Trademark of "Analyze N Control" in favour of the Company
3.	Shareholding, if any, in the entity with whom the agreement is executed	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	Consideration of INR 1,00,000 (Indian Rupees One Lakh only)
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	No
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (i) name of parties to the agreement; (ii) nature of the agreement; (iii) date of execution of the agreement; (iv) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

Consultancy Agreement:

S#	Particulars	Disclosure
10.	Name(S) of parties with whom the agreement is entered	Analyze n Control Private Limited (ANC), Rekha Utsav Shah and Utsav D Shah
11.	Purpose of entering into the agreement	Consultancy services with respect to further developing, maintaining and enhancing the said software applications purchased from ANC through agreement dated February 28, 2022 and related services.
12.	Shareholding, if any, in the entity with whom the agreement is executed	Nil
13.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	<p>The term of agreement is for one year. The fees shall be paid by SecMark to the Consultant in the following manner:</p> <p>(h) INR 1,00,00,000 (Indian Rupees One Crore only) on 31 July, 2022;</p> <p>(i) INR 1,00,00,000 (Indian Rupees One Crore only) on 30 November, 2022; and</p> <p>(j) INR 1,00,00,000 (Indian Rupees One Crore only) on 31 March, 2023.</p> <p>Non-compete and non solicitation for five years by consultant for the Software related services only.</p>
14.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
15.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
16.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
17.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	No

S#	Particulars	Disclosure
18.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (v) name of parties to the agreement; (vi) nature of the agreement; (vii) date of execution of the agreement; (viii) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

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