

Date: September 28, 2022

To,
Department of Listing Operations.
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Trading Symbol: **SECMARK**
Scrip code: **543234**

Subject: Proceedings of the 11th Annual General Meeting (AGM) of the Company

Dear Sir/Madam

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), a summary of the proceedings of AGM held on Wednesday, September 28, 2022 through Video Conferencing (VC) /Other Audio-Visual Means (OAVM), as per MCA Circulars, is given below:

Meeting commenced at 2.00 P.M. and concluded at 02:17P.M.

Shri Binod Maharana, Chairman of the Company occupied the Chair. All the Directors including Chairman of Audit Committee, Stake-Holders' Relationship Committee and Nomination & Remuneration Committee joined the meeting. The Statutory Auditors, Secretarial Auditors, Scrutinizer, Chief Financial Officer and Company Secretary also joined the meeting.

The Chairman welcomed shareholders, who have joined the 11th Annual General Meeting of the Company by virtual platform. 14 (Fourteen) members joined the meeting. In view of MCA circular, the facility to appoint proxy to attend and cast vote for the members was not provided for the AGM. After ascertaining that the requisite quorum for the meeting as per Companies Act, 2013 has joined the meeting, the Chairman called the meeting to order. The Chairman delivered his speech and briefed about the Company and its activities.

He further informed that the Statutory Registers as required under the Companies Act, 2013 and other documents as mentioned in Notice of 11th AGM were kept open for view by shareholders by sending mail at cs@secmark.in during the AGM.

Thereafter, Mr. Jignesh Mehta, Managing Director and Chief Executive Officer (CEO) of the Company gave an overview of financial performance of the Company for the year ended March 31, 2022 and other details of the Company.

Thereafter, proceedings of AGM were taken forward by Mr. Sunil Bang, Company Secretary and Compliance Officer.

The Notice dated August, 23, 2022 of the 11th Annual General Meeting of the Company, Audited Financial statements for the financial year ended March 31, 2022, Auditors' Report and Directors' Report were taken as read. The shareholders were informed that the

Statutory Auditor's Report & Secretarial Audit Report do not contain any qualification, observation or adverse remark and therefore with the concurrence of shareholders were taken as read.

Thereafter, the Company Secretary summarized and explained the scope and implications of all the four agendas as stated in the Notice.

The following items of business, as per the Notice dated August 23, 2022 were transacted at the Meeting:

Ordinary Business:

- 1. Adoption of Standalone Financial Statements and the Consolidated Financial Statements the financial year ended March 31, 2022 together with the Reports of the Board of Director's and Auditor's thereon.**
 - a. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022 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, 2022 together with the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Ravi Ramaiya (DIN: 03510258) 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.**

Special Business:

Ordinary Resolution

- 3. To increase the Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.**

The present Authorised Share Capital of the Company is Rs. 5,00,00,000 (Rupees five crore) comprising of 50,00,000 (fifty lakh) equity shares of Rs. 10/- each. With an intention to meet the requirements of migration to the main board of BSE Limited, the Board at its Meeting held on August 23, 2022, have given its consent for increasing the Authorised Share Capital from Rs. 5,00,00,000 (Rupees five crore) to Rs. 15,00,00,000 (Rupees fifteen crore) by creation of 1,00,00,000 (one crore) additional equity share of Rs.10/- each, subject to shareholder's approval.

- 4. Issue of Bonus shares.**

Considering, inter alia the financial parameters and the position of reserves of the Company, issuance of bonus shares to the holders of Equity Shares of the Company in the ratio of 3:2 (i.e. 3 bonus equity shares of Rs.10/- for every 2 fully paid-up equity share of Rs.10/- each held) by increasing the Issued, Subscribed and Paid-up share capital of the Company to a sum not exceeding Rs. 10,37,05,000/- (Rupees ten crore thirty seven lakh and five thousand) after capitalizing a sum not exceeding Rs. 6,22,23,000/- (Rupees six crore twenty two lakh twenty three thousand only) from Securities Premium Account or any other permitted reserves/surplus as per the audited Accounts of the Company for the financial year ended March 31, 2022 and the

same is proposed to be applied in paying up in full not exceeding 62,22,300 equity shares of Rs.10/- each.

Thereafter, the Company Secretary informed that pursuant to 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided "remote e-voting" platform of Central Depository Services (India) Limited (CDSL) to the shareholders who held shares as on cut-off date i.e. September 21, 2022, for exercising their voting rights in electronic form, which started from September 24, 2022 at 9.00 AM and ended on September 27, 2022 at 5.00 PM.

The Company Secretary informed that the Company has also provided the facility of "E-voting" on all the resolutions during AGM only for the shareholders who joined the meeting through Videoconference/other Audio Visual Means and had not casted vote through "Remote e-voting" and that Mr. Ishan Takalkar Company Secretaries has been appointed as a Scrutinizer to conduct the "remote e-voting" and "e-voting at AGM" in a fair and transparent manner.

It was further informed that since the Meeting was held through virtual mode and since Company has provided facility of voting through electronic modes, there is no requirement for proposing & seconding the resolutions and therefore invited all the members to cast their votes within next 15 minutes.

The Company Secretary then, with a permission of Chair, extended gratitude to all the Shareholders, Directors, Auditors and others for attending the Meeting on virtual platform and declared conclusion of proceedings of the meeting.

Yours faithfully,

For SecMark Consultancy Limited

Sunil Kumar Bang
Bang

Digitally signed by
Sunil Kumar Bang
Date: 2022.09.28
18:23:40 +05'30'

Sunil Kumar Bang,
Company Secretary & Compliance Officer
(Membership No. A17808)

Details of Voting Results at 11th Annual General Meeting held on September 28, 2022.
 [Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of the AGM	September 28, 2022
Total number of equity shareholders as on Cut-off date of September 21, 2022	395
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter Group	No arrangement for physical meeting or appointment of proxy was made as meeting was held through VC/OAVM
b) Public	
No. of Shareholders attended the meeting through Video Conferencing	
	14
a) Promoters and Promoter Group	6
b) Public	8

Yours faithfully,
For SecMark Consultancy Limited

Sunil Kumar Bang
 Digitally signed by Sunil Kumar Bang
 Date: 2022.09.28 18:24:20 +05'30'

Sunil Kumar Bang,
Company Secretary & Compliance Officer
(Membership No. A17808)



Ishan Takalkar

Company Secretary in Practice

**1st Floor, Plot No. 10, Vyankatesh Colony, Near Jawahar Colony,
Agnihotra Chowk, Aurangabad - 431 005 (Maharashtra)**

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
SecMark Consultancy Limited
Plot No 36/ 227, RDP-10, Sector-6,
Charkop Kandivali West,
Mumbai - 400067

11th (Eleventh) Annual General Meeting (AGM) of the Equity Shareholders of SecMark Consultancy Limited held on Wednesday, September 28, 2022, at 2.00 PM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Dear Sir,

I, CS Ishan Takalkar, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of SecMark Consultancy Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 11th AGM of the Equity Shareholders of the Company held on Wednesday, September 28, 2022, at 2.00 PM through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 11th AGM of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process, both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolutions.
2. The Notice dated August 23, 2022 of the 11th AGM was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM through electronic mode whose email addresses are registered with the Company / Depositories, in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020, circulars 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively referred to as "SEBI Circulars").
3. The e-voting facility, both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited (CDSL).

4. In accordance with the Notice of the 11th AGM and pursuant to the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9.00 AM on September 24, 2022 and ended at 5.00 PM on September 27, 2022
5. The shareholders present at the AGM through VC and who had not voted on remote e-voting, had a facility to vote through e-voting facility provided by CDSL at the AGM.
6. The Equity Shareholders holding shares as on September 21, 2022 “cut-off date”, were entitled to vote on the resolutions stated in the Notice of the 11th AGM.
7. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
8. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed.
9. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Resolution - 1: Ordinary Resolution

Adoption of Standalone Financial Statements and the Consolidated Financial Statements for the year ended March 31, 2022 along with Auditors' Report

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	30,63,500	100%

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

Resolution - 2: Ordinary Resolution

To appoint a director in place of Mr. Ravi Ramaiya (DIN: 03510258) who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	30,63,497	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	3	0.00

**votes cast by Mr. Ravi Ramaiya and his relatives are considered invalid, being interested in the proposal*

Resolution - 3: Ordinary Resolution

To consider and approve increase in the authorized share capital of the Company and consequential amendment in the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	30,63,500	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

Resolution - 4: Ordinary Resolution

To consider and approve issue of Bonus Shares, in the proportion of 3 (Three) fully paid-up equity shares for every 2 (Two) existing fully paid-up equity share held by the Members

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	30,63,500	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

10. All electronic data and relevant records of e-voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 11th AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

ISHAN
VINOD
TAKALKAR

Digitally signed by ISHAN VINOD
TAKALKAR
DN: c=IN, o=Personal,
2.5.4.20+1a8436434913b6d4f96e73
c0e9f9a385c9b43484310246ec9a
3816e41ba49, postalCode=431005,
st=Maharashtra,
serialNumber=878a1eef70a0078c4
208b3f982a66598aa327f57ac0398
c0e9f9a385c9b43484310246ec9a
TAKALKAR
Date: 2022.09.28 16:25:47 +05'30'

Ishan Takalkar
Practicing Company Secretaries
Membership No. A46396 | CP No. 24269
Place: Aurangabad, Maharashtra
Dated: September 28, 2022

UDIN: A046396D001062994

The Scrutinizer unblocked the votes from the e-voting system of CDSL in our presence at 02.36 PM on Wednesday, September 28, 2022.

1. Mr. Aditya Phadke
2. Ms. Namrata Ugle

Voting Result

Date of the AGM/EGM	Wednesday, September 28, 2022
Total number of shareholders on record date	395
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	14 6 8

1. Adoption of Standalone Financial Statements and the Consolidated Financial Statements for the year ended March 31, 2022 along with Auditors' Report

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	30,90,000	30,10,000	97.41	30,10,000	-	100.00	-
Public Institutions	E-voting	-	-	-	-	-	-	-
Public- Non-Institutions	E-voting	10,58,200	53,500	5.05	53,500	-	100.00	-
TOTAL		41,48,200	30,63,500	100.00	30,63,500	-	100.00	-

Sunil
Kumar
Bang

Digitally signed
by Sunil Kumar
Bang
Date: 2022.09.28
18:34:37 +05'30'

2. To appoint a director in place of Mr. Ravi Ramaiya (DIN: 03510258) who retires by rotation and being eligible, seeks re-appointment.

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	30,90,000	30,10,000	100.00	30,09,997	-	100.00	-
Public Institutions	E-voting	-	-	-	-	-	-	-
Public- Non-Institutions	E-voting	10,58,200	53,500	5.05	53,500	-	100.00	-
TOTAL		41,48,200	30,63,500	100.00	30,63,997	-	100.00	-

*Votes casted by Interested Director and his relatives (no. of shares held together – 3) are considered invalid.

3. To consider and approve increase in the authorized share capital of the Company and consequential amendment in the Memorandum of Association of the Company.

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	30,90,000	30,10,000	97.41	30,10,000	-	100.00	-
Public Institutions	E-voting	-	-	-	-	-	-	-
Public- Non-Institutions	E-voting	10,58,200	53,500	5.05	53,500	-	100.00	-
TOTAL		41,48,200	30,63,500	100.00	30,63,500	-	100.00	-

4. To consider and approve issue of Bonus Shares, in the proportion of 3 (Three) fully paid-up equity shares for every 2 (Two) existing fully paid-up equity share held by the Members

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares Held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	30,90,000	30,10,000	97.41	30,10,000	-	100.00	-
Public Institutions	E-voting	-	-	-	-	-	-	-
Public- Non-Institutions	E-voting	10,58,200	53,500	5.05	53,500	-	100.00	-
TOTAL		41,48,200	30,63,500	100.00	30,63,500	-	100.00	-

Sunil Kumar Bang
 Digitally signed by Sunil Kumar Bang
 Date: 2022.09.28 18:35:06 +05'30'