

**Date: September 30, 2021**

BSE Limited  
Department of Corporate Services  
P J Towers,  
Dalal Street, Fort,  
Mumbai- 400 001  
Scrip Code: 543234

**Subject: Proceedings of the 10th Annual General Meeting 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 29, 2021 through Video Conferencing (VC) /Other Audio Visual Means (OAVM), as per MCA Circulars, is given below:

Meeting commenced at 2.00 PM and concluded at 02:21 PM.

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 10th Annual General Meeting of the Company by virtual platform. 9 (Nine) 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 10<sup>th</sup> 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, 2021 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, 25, 2021 of the 10th Annual General Meeting of the Company, Audited Financial statements for the financial year ended March 31, 2021, 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 three agendas as stated in the Notice.

The following items of business, as per the Notice dated August 25, 2021 were transacted at the Meeting:

**Ordinary Business:**

- 1.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.
- 1.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. 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.

**Special Business:**

Special Resolution

3. 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.

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 M/s. IVPA & Co., LLP, 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,  
**SEC MARK CONSULTANCY LIMITED**

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

**Details of Voting Results at 10<sup>th</sup> Annual General Meeting held on September 29, 2021.**  
[Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

**A. Details of Attendance at Annual General Meeting:**

<b>Particulars</b>	<b>Details</b>
<b>Date of the AGM</b>	September 29,2021
<b>Total number of equity shareholders as on Cut-off date of September 22, 2021</b>	443
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
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	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
a) Promoters and Promoter Group	7
b) Public	2

**SECMARK CONSULTANCY LIMITED**

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



IVPA & Co. LLP, Company Secretaries  
1<sup>st</sup> Floor, Plot No. 10, Vyankatesh Colony, Near  
Jawahar Colony, Aurangabad - 431 005 (Maharashtra)  
Ph: 8291397722 | email: csivpa@gmail.com

### **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

**10<sup>th</sup> (Tenth) Annual General Meeting (AGM) of the Equity Shareholders of SecMark Consultancy Limited held on Wednesday, September 29, 2021, at 2.00 PM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).**

Dear Sir,

I, CS Ishan Takalkar, Designated Partner, IVPA & Co. LLP, Company Secretaries, 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 10<sup>th</sup> AGM of the Equity Shareholders of the Company held on Wednesday, September 29, 2021, 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 10<sup>th</sup> 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 25, 2021 of the 10<sup>th</sup> 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 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021.
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 10<sup>th</sup> AGM and pursuant to the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9.00 AM on September 25, 2021 and ended at 5.00 PM on September 28, 2021.
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 22, 2021 "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 10<sup>th</sup> 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, 2021 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
11	30,15,000	99.97

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1,000	0.03

- (iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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**Resolution - 2: Ordinary Resolution**

**To appoint a director in place of Mr. Shardul Shah (DIN: 03510251) 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
8	30,14,997	99.97

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1,000	0.03

(iii) Invalid votes:

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

**Resolution - 3: Special Resolution**

**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.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	30,15,000	99.97

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1,000	0.03

(iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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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 10<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Ishan Takalkar  
Designated Partner,  
IVPA & Co. LLP, Company Secretaries  
Membership No. A46396 | CP No. 24269  
Place: Aurangabad, Maharashtra  
Dated: September 29, 2021

UDIN: A046396C001029741

The Scrutinizer unblocked the votes from the e-voting system of CDSL in our presence at 02.36 PM on Wednesday, September 29, 2021.

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

## Voting Result

**1. Adoption of Standalone Financial Statements and the Consolidated Financial Statements for the year ended March 31, 2021 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	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	30,10,000	30,10,000	100.00	30,10,000	-	100.00	-
Public Institutions	E-voting	-	-	-	-	-	-	-
Public- Non-Institutions	E-voting	6,000	6,000	100.00	5,000	1,000	83.33	16.67
<b>TOTAL</b>		30,16,000	30,16,000	100.00	30,15,000	1,000	99.97	0.03



**2. To appoint a director in place of Mr. Shardul Shah (DIN: 03510251) 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?				No				
Category	Mode of Voting	No. of shares Held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	30,10,000	30,10,000	100.00	30,09,997	-	99.99	-
Public Institutions	E-voting	-	-	-	-	-	-	-
Public- Non-Institutions	E-voting	6,000	6,000	100.00	5,000	1,000	83.33	16.67
<b>TOTAL</b>		30,16,000	30,16,000	100.00	30,14,997	1,000	99.97	0.03

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

**3. 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**

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares Held	No. of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	30,10,000	30,10,000	100.00	30,10,000	-	100.00	-
Public Institutions	E-voting	-	-	-	-	-	-	-
Public- Non-Institutions	E-voting	6,000	6,000	100.00	5,000	1,000	83.33	16.67
<b>TOTAL</b>		30,16,000	30,16,000	100.00	30,15,000	1,000	99.97	0.03