

Date: March 24, 2025

To, BSE Limited, The General Manager, Department of Listing Operations, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	To, National Stock Exchange of India Limited, The Manager, Listing Department Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip code: 543234	Trading Symbol: SECMARK

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Notice of Postal Ballot

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, please find enclosed herewith the Notice of Postal Ballot dated March 21st, 2025 along with the explanatory statement seeking approval of the members for passing of following resolution by means of Postal Ballot through Remote e-voting:

Sr. No	Description of the Resolution	Type of Resolution
1.	Re-appointment of Mr. Sagar Mansukhbhai Thanki as an Executive Director of the Company and approve the Remuneration for a period from January 27, 2025 to August 31, 2027.	Special Resolution

In accordance with the relevant circulars issued by Ministry of Corporate Affairs and the SEBI, Postal Ballot notice has been sent to all the members through email whose email addresses are registered with the Company/Depositories as on the cut-off date i.e., Friday, March 14, 2025. The Company has engaged the services of Depository viz. National Depository Services Limited (NSDL) to provide the remote e-voting facility.

The remote e-voting shall commence from 9.00 A.M. (IST) on Tuesday, March 25, 2025 and ends at 5.00 P.M.(IST) on Wednesday, April 23, 2025. During this period, members of the Company holding shares as on the cut-off date i.e., Friday, March 14, 2025 only shall be entitled to avail the facility of remote e-voting. Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

Postal Ballot Notice is also available at the website of the Company at <https://www.secmark.in> and on the website of e-voting agency i.e., NSDL at www.evoting.nsdl.com

The results of the voting by postal ballot will be announced as per the statutory timelines.

The above is for your information and record.

Thanking You

For SecMark Consultancy Limited

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

Encl: a/a



NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014] as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]

To,

**The Members,
SecMark Consultancy Limited**

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs (“MCA”) *inter alia* including General Circular No. 09/2024 dated September 19, 2024, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, the following Resolution is proposed to be passed by the Members of SecMark Consultancy Limited by way of Postal Ballot through voting by electronic means (“remote e-voting”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes with this Postal Ballot Notice.

In compliance with Sections 108 and 110 of the Companies Act read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only (“E-voting”). The Company has provided E-voting facility to its members and has engaged National Securities Depository (India) Limited (“NSDL”), an agency authorized by the MCA for providing E-voting platform. The procedure for E-voting is explained under the Notes provided with this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Vijay Ramesh Gupta, (Membership No. ACS 33236, Certificate of Practice No. 22478) of VRG & Associates, Practicing Company Secretary to act as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot process through remote E-voting in a fair and transparent manner. The Scrutinizer has indicated his consent to act as such and will be available for the purpose of ascertaining the outcome.

The remote E-voting period commences from 9.00 A.M (IST) on Tuesday, March 25, 2025 and ends at 5.00 P.M.(IST) on Wednesday, April 23, 2025. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote E-voting. Based on the report of the Scrutinizer, the results of postal ballot/ remote E-voting shall be announced, within the prescribed time as

per the statutory provisions and uploaded on the website of the Company at www.secmark.in and also on NSDL website at www.evoting.nsdl.com.in addition to being communicated to BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

SPECIAL BUSINESS:

ITEM NO. 1:

TO RE-APPOINT MR. SAGAR MANSUKHBHAI THANKI AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVE REMUNERATION FOR A PERIOD FROM JANUARY 27, 2025 TO AUGUST 31, 2027.

To re-appoint Mr. Sagar Mansukhbhai Thanki (DIN: 08281489) for the next term for a period from January 27, 2025 to August 31, 2027 on a remuneration not exceeding Rs. 18,00,000 (Rupees Eighteen Lacs only) per annum payable on monthly basis including basic salary, perquisites, allowances by the Company and shall be liable to retire by rotation.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and 197 of Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under also read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and subject to other applicable provisions of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, approval of members is hereby accorded on recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company for the re-appointment of Mr. Sagar Mansukhbhai Thanki (DIN: 08281489) as an Executive Director of the Company for the next term for a period from January 27, 2025 to August 31, 2027 on a remuneration not exceeding Rs. 18,00,000 (Rupees Eighteen Lacs only) per annum payable on monthly basis including basic salary, perquisites, allowances by the Company and shall be liable to retire by rotation.

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

By Order of the Board
For SecMark Consultancy Limited
Sd/-
Sunil Kumar Bang
Company Secretary & Compliance Officer
Membership No: A17808

Date: 21st March 2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 and other applicable provision in respect of proposed resolution to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. In compliance with MCA Circulars, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with SEBI Circular dated December 09, 2020 on e-voting facility by listed entities and Section 108 of the Companies Act 2013, read with applicable rules made thereunder, the Company is providing the facility of remote e-voting to its members, to enable them cast their votes electronically on the resolution set out in this Postal Ballot notice. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”)
3. Those shareholders who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited for servicing of notices / documents / annual Reports electronically to their e-mail addresses.
4. The Company has appointed Mr. Vijay Ramesh Gupta (ACS No: 33236 COP No. 22478) of VRG & Associates, Practicing Company Secretary as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced within the statutory timelines provided on or before 25th April 2025 and will be displayed on the website of the Company at www.secmark.in and intimated to Stock Exchanges and shall also be intimated to NSDL and M/s. Bigshare Services Private Limited (RTA).
5. The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on i.e., March 14, 2025 the cut-off date for the purpose of determining the eligibility to participate in the voting process. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories i.e NSDL and CDSL as on the cut-off date March 14, 2025 only shall be entitled to avail the facility of E-voting.
6. The E-voting period begins at 9.00 A.M (IST) on Tuesday, March 25, 2025 and ends at 5.00 P.M.(IST) on Wednesday, April 23, 2025. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday 14th March, 2025 may cast their votes through E-voting facility. The E-voting module shall be disabled by NSDL for voting thereafter.
7. The last date for the E-voting i.e Wednesday, 23rd April 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at www.secmark.in until the last date for the E-voting.

8. In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company (“Remote e-voting”). The instructions for electronic voting are annexed to this Notice.
9. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password.</p> <p>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com</p>

	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio

- number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vrg.gupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide 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
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@secmark.in
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board
For SecMark Consultancy Limited
Sd/-
Sunil Kumar Bang
Company Secretary & Compliance Officer
Membership No: A17808

Date: 21st March 2025



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

ITEM NO. 1:

TO RE-APPOINT MR. SAGAR MANSUKHBHAI THANKI AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVE REMUNERATION FOR A PERIOD OF FROM JANUARY 27, 2025 TO AUGUST 31, 2027.

On recommendation of Nomination and Remuneration Committee, Board of Directors in the meeting held on November 12, 2024 approved re-appointment of Mr. Sagar Mansukh bhai Thanki as an Executive Director of the company and approve remuneration of Rs. 18,00,000 per annum payable monthly for a period from from January 27, 2025 to August 31, 2027.

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

The Chairman further informed that the proposed remuneration to Mr. Sagar Mansukhbhai Thanki, Executive Director along with remuneration of Mr. Ravi Ramaiya, Managing Director and Chief Executive Officer and Mr. Michael Nanson D'souza, Executive Director may exceed 10% of net profit as mentioned above. Hence, shareholder approval by special resolution is to be sought.

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

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

The information required to be disclosed pursuant to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. General information:

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

(4) Financial performance based on given indicators:

Year Ends on:	Amount in Rs. Lakhs		
	31.03.2022	31.03.2023	31.03.2024
Total Operating Income	1454.17	1743.72	2459.17
Profit/ (Loss) Before Interest and Tax	296.46	(745.38)	(215.01)
Profit/ (Loss) Before Tax	355.41	(699.41)	(318.99)
Profit/ (Loss) After Tax	265.93	(526.23)	(236.46)

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

II. Information about the appointee:

(1) Background details: Mr. Sagar Mansukhbhai Thanki, is an Executive Director and Chief Financial Officer of the Company. He holds a bachelor's degree in commerce and a master's degree in finance from Saurashtra University. He is a qualified Company Secretary from the ICSI. He is a certified financial manager from the Center for Financial Management (Bangalore). He has passed NISM Series I: Currency Derivatives continuing Professional Education Program and NISM Series VIII: Equity Derivatives continuing Professional Education Program from the National Institute of Securities Markets. He also holds certification on Depository's Operations Module from NSDL Certification in Depository Operations and certification on Capital Market's Module from BSE Certification on Securities Markets. He is also a diploma holder in computer hardware and networking from ITECH Institute. He has work experience in the field of stock market ranging from registrations of members to the procedural work of initial public offer, corporate law matters being registrar of companies related matters and merger and acquisitions, accounting and finance, auditing, business management, taxation and return filings and also legal aspects of arbitration process, Intellectual Property Rights related work. He was previously associated as a compliance head for Pratham Investments, Tipsons Stock Brokers Private Limited, Relitrade Stock Broking Private Limited. He has also gained experience in Skyblue Finserv as a branch manager, KIFS Securities Limited as an arbitrageur, Paragon Investments Private Limited as a senior dealer.

(2) Past remuneration approved Rs. 18,00,000/- per annum.

(3) Recognition or awards: Not Applicable.

(4) Job profile and his suitability: Mr. Sagar Thanki is Executive Director and CFO of the Company. He holds a bachelor's degree in commerce and a master's degree in finance from Saurashtra University. He is a qualified Company Secretary from the ICSI. He is a certified financial manager from the Centre for Financial Management (Bangalore). In the growth face of the Company finance play a great role. Accordingly, services of Mr. Sagar Thanki are very crucial for Company.

(5) Remuneration proposed: Remuneration will not be exceeding Rs. 18,00,000/- (Rupees Eighteen Lakhs) per annum payable monthly by the Company including basic salary, perquisites, allowances for a period from January 27, 2025 to August 31, 2027.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Considering the position held and the responsibility of Executive Director as well as the enhanced business activities of the Company and Company's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.

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

III. Other information:

(1) Reasons of loss or inadequate profits: The Company came up with its IPO in 2020 and has been in growth phase for last few years. The Company has made acquisitions of few software applications and is paying consultancy charges for its technology and knowledge transfer. It has also developed in house applications and for the same the Company has hired talented personnel. In light of achieving this growth, the Company has incurred costs which have resulted in losses. The benefits of all these initiatives will be reflected in the revenue and profitability in the long terms. However, for few years the Company may have loss or inadequate profit due to such growth initiatives.

(2) Steps taken or proposed to be taken for improvement: The Company's profitability is expected to increase on account of increase in revenue from its recently acquired applications and in house applications.

(3) Expected increase in productivity and profits in measurable term: While the Company does not give guidance about future profitability, as mentioned in previous paras, the Company's revenue has grown in FY 23- 24 and is expected to increase further in the upcoming years.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Name of Director
Name of Director	Mr. Sagar Mansukhbhai Thanki
DIN	08281489
Item No.	1
Date of Birth and Age	November 18, 1988, 36 years
Number of shares held as on date of Notice	6875 shares
Date of first appointment on the Board	January 28, 2019
Date of appointment in the current term	Appointed in the Board meeting held on November 12, 2024 subject to approval of Shareholders.
Qualifications/Brief Resume	Mr. Sagar Mansukhbhai Thanki, is an Executive Director and Chief Financial Officer of the Company. He holds a bachelor's degree in commerce and a master's degree in finance from Saurashtra University. He is a qualified Company Secretary from the ICSI. He is a certified financial manager from the Center for Financial Management (Bangalore). He has passed NISM Series I: Currency Derivatives continuing Professional Education Program and NISM Series VIII: Equity Derivatives continuing Professional Education Program from the National Institute of Securities Markets. He also holds certification on Depository's Operations Module from NSDL Certification in Depository Operations and certification on Capital Market's Module from BSE Certification on Securities Markets. He is also a diploma holder in computer hardware and networking from ITECH Institute. He has work experience in the field of stock market ranging from registrations of members to the procedural work of initial public offer, corporate law matters being registrar of companies related matters and merger and

Particulars	Name of Director
	acquisitions, accounting and finance, auditing, business management, taxation and return filings and also legal aspects of arbitration process, Intellectual Property Rights related work. He was previously associated as a compliance head for Pratham Investments, Tipsons Stock Brokers Private Limited, Relitrade Stock Broking Private Limited. He has also gained experience in Skyblue Finserv as a branch manager, KIFS Securities Limited as an arbitrageur, Paragon Investments Private Limited as a senior dealer.
Terms of appointment/re-appointment	From 27 th January 2025 to 31 st August 2027
Fulfilment of Skills and Capabilities for Role (for Independent Directors)	NA
Details of remuneration and remuneration last drawn	Rs. 18,00,000
Directorships held in other Public Companies as on date of notice	NIL
Listed entities from which Director resigned in the past three years	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	None
Number of Board meetings attended during the year	4
Chairman/Member of the Committee of the Board of Directors of the Company as on date of notice	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies as on date of notice	None