

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]

To,

**The Members,
SecMark Consultancy Limited**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard - 2”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “**MCA Circulars**”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the special business as set out below is proposed to be passed by the Members of SecMark Consultancy Limited (“**Company**”) through Postal Ballot only by voting through electronic means. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

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 Central Depository Services (India) Limited (“CDSL”), 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 CS Ishan Takalkar, Practicing Company Secretary (Membership No. A46396 CP No. 24269), 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 Thursday, November 3, 2022 and ends at 5.00 P.M.(IST) on Friday, December 2, 2022. 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 will be communicated to the Stock Exchange and uploaded on the website of the Company at www.secmark.in and on CDSL website at www.cdslindia.com

SPECIAL BUSINESS:

ITEM NO. 1:

Migration of listing/trading of Company's equity shares from SME platform of BSE Limited (BSE) to Main Board of BSE and listing on Main Board of National Stock Exchange of India Limited ("NSE" or "NSEIL").

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

"RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (SEBI (Issue of Capital and Disclosure Requirements) Regulations) (as amended from time to time) and applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof and all other applicable laws, rules, regulations, circulars etc., the consent of the Members of the Company be and is hereby accorded for migration of the listing/ trading of Company's equity shares **from SME platform of BSE Limited (BSE) to Main Board of BSE and listing on Main Board of National Stock Exchange of India Limited ("NSE" or "NSEIL")** as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital and Disclosure Requirements) Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board of BSE and listing on Main Board of NSE.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

RESOLVED FURTHER THAT any one of Mr. Jignesh Mehta, Managing Director and/or Mr. Sunil Bang, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to enter into agreement and/or sign, seal, deliver & execute all relevant documents 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 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.”

**By Order of the Board
For SecMark Consultancy Limited**

**Sunil Kumar Bang
Company Secretary & Compliance Officer
Membership No. A17808
Date: 01/11/2022**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. In view of the ongoing threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
3. In compliance with MCA Circulars, Regulation 44 of Listing Regulations, read with SEBI Circular dated December 09, 2020 on e-voting facility by listed entities and Section 108 of the Act, 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 Central Depository Services (India) Limited (“CDSL”)
4. Those shareholders who have already registered their e-mail address 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 enable for servicing of notices / documents / annual Reports electronically to their e-mail address.
5. The Company has appointed CS Ishan Takalkar, 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, i.e., on or before Tuesday, December 06, 2022 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 CDSL and M/s. Bigshare Services Private Limited (RTA).

6. 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 Friday, October 21, 2022, i.e., 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 as on the cut-off date (i.e., October 21, 2022) only shall be entitled to avail the facility of E-voting.
7. The E-voting period begins at 9.00 A.M (IST) on Thursday, November 3, 2022 and ends at 5.00 P.M.(IST) on Friday, December 2, 2022. 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., October 21, 2022 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL for voting thereafter.
8. The last date for the E-voting (i.e., Friday, December 02, 2022) 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.
9. 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.
10. 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.

11. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins commences from 9.00 A.M.(IST) on Thursday, November 3, 2022 and ends at 5.00 P.M.(IST) on Friday, December 2, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 21, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Listing Regulations, 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, pursuant to a public consultation, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **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 Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	<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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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

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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- (v)
- 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) <ul style="list-style-type: none"> • 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.
Dividend Bank Details	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.

OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant SecMark Consultancy Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 (designated email address by Company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- **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 Company/RTA email id.
 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

**By Order of the Board
For SecMark Consultancy Limited**

**Sunil Kumar Bang
Company Secretary & Compliance Officer
Membership No. A17808
Date: 01/11/2022**

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

ITEM No. 1:

Migration of listing/trading of Company's equity shares from SME platform of BSE Limited (BSE) to Main Board of BSE and listing of shares of Company on National Stock Exchange of India Limited ("NSE" or "NSEIL").

The equity shares of the Company are listed on SME Platform of BSE since October 1, 2020.

As per requirement of BSE, the Company, whose shares are listed on SME Platform of Exchange for more than 2 years and having the Paid-up Share Capital of more than Rs. 10 Crores and having more than Rs. 25 Crores market capitalisation may migrate from SME Exchange to Main Board.

Your Company is listed on SME segment for more than 2 years now, is having a paid-up Equity Share Capital of Rs. 10,37,05,000/- comprising of 1,03,70,500 number equity shares of face value of Rs. 10/- each fully paid up and has a market capitalisation of about Rs. 100 Crores.

Thus, the Company is eligible to migrate to the Main Board of BSE.

The Company will also seek listing on the Main Board of NSE, subject to fulfillment of other criteria as issued by NSE.

In view of increasing business activities and for strong brand building and to have more liquidity in the shares, the Board of Directors of the Company are of the considered view that the migration of the Company to Main Board of BSE and listing on Main Board of NSE will enhance the recognition of the Company and trading in the equity shares of the Company on the Main Board will go a long way in enhancing the image and goodwill of the Company.

The benefits of listing on the Main Board in the form of enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company.

The migration of the Company from SME Platform to Main Board requires approval of shareholders by way of Special Resolution, amongst other statutory/ regulatory approvals.

Pursuant to proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders to migrate the equity shares of the Company on the Main Board of BSE as well as listing on Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

None of the Directors and Key Managerial Personnel (including relatives of Directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board
For SecMark Consultancy Limited

Sunil Kumar Bang.
Company Secretary & Compliance Officer
Membership No. A17808
Date: 01/11/2022
Place: Mumbai

