

February 23, 2022

BSE Limited

P. J. Towers, Dalal Street,

Mumbai -400001

Symbol - SECMARK | Scrip Code No. 543234

Dear Sirs / Madam,

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

The Company is pleased to inform that it has entered into Share Subscription Agreement and Shareholders' Agreement with Trakiot Solutions Private Limited (Trakiot) and its Promoters in connection with subscription of 2,500 equity shares of face value Rs 10 each of Trakiot on February 23, 2022.

Trakiot is in the business of inter alia software designing, development, customisation, implementation, maintenance, testing and bench marking, designing, developing, dealing and marketing in computer and mobile software and solutions and undertaking IT enabled services.

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

Kindly take the above on record & oblige.

FOR SECMARK CONSULTANCY LIMITED

SUNIL BANG
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 017808

ANNEXURE - DISCLOSURE UNDER REGULATION 30 OF SEBI (LODR)

Annexure 1

Share Subscription Agreement & Shareholder Agreement

Sr. no.	Particulars	Disclosure
1.	Name(S) of parties with whom the agreement is entered	Trakiot Solutions Private Limited (Trakiot)
2.	Purpose of entering into the agreement	To acquire 2,500 equity shares of Trakiot and have certain rights as shareholder in the Trakiot.
3.	Shareholding, if any, in the entity with whom the agreement is executed	The Company propose to acquire 2,500 equity shares of Trakiot having face value of INR 10/- each which will be 20% shareholding in Trakiot post acquisition.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	Right to nominate one director on the board of Trakiot, pro-rata right in case of further issue of share capital by Trakiot, affirmative voting rights in favour of SecMark with respect to any change authorised and issued capital and other rights
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	2,500 equity shares of Trakiot having face value of INR 10/- each at a premium of INR 990/- each.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	No
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (i) name of parties to the agreement; (ii) nature of the agreement; (iii) date of execution of the agreement; (iv) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

Acquisition of Shares

Sr. no.	Particulars	Disclosure
a.	Name of the target entity, details in brief such as size, turnover etc.;	Trakiot Solutions Private Limited (Trakiot) based at Pune. It specialises in software designing, development, customisation, implementation, maintenance, testing and bench marking, designing, developing, dealing and marketing in computer and mobile software and solutions and undertaking IT enabled services.
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Acquisition does not fall in related party transaction. Promoter/ promoter group/ group companies do not have any interest in the entity being acquired
c.	Industry to which the entity being acquired belongs;	Software development and support
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	SecMark offers Software and Technology products and services to its clients and the acquisition of shares of Trakiot will have synergy with the business of Company.
e.	Brief details of any governmental or regulatory approvals required for the acquisition;	Nil
f.	Indicative time period for completion of the acquisition;	Within 15 days
g.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration
h.	Cost of acquisition or the price at which the shares are acquired;	Company will acquire 2,500 equity shares of Trakiot having face value of INR 10/- each at a premium of INR 990/- amounting to Rs. 25,00,000/-.
i.	Percentage of shareholding / control acquired and / or number of shares acquired;	Post-acquisition the Company will have 20% shareholding in Trakiot.
j.	Brief background about the entity acquired in terms of products/line	Trakiot is in the business of inter alia software designing, development, customisation,

Sr. no.	Particulars	Disclosure
	of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	implementation, maintenance, testing and bench marking, designing, developing, dealing and mobile software and solutions and undertaking IT enabled services in India. Trakiot was incorporated on January 30, 2019. Turnover during 2018-19, 2019-20, 2020-21 was Rs. 40,000, Rs. 12,95,000 & Rs. 14,83,307 respectively.

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