

March 31, 2023

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

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

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), we wish to inform you that the Company has entered into Software Purchase Agreement for purchase of following software applications and others along with all right, title and interest therein with Comtek Bizsoft Private Limited (Comtek) on March 31, 2023:

- i. iBeats BO: Broking back-office for Institution & Retail business
- ii. iBeats-dTrac: Arbitrage back-office
- iii. iBeats-CM: Professional Clearing Member (PCM) back-office
- iv. iBeats-iDac: DP back-office (CDSL & NSDL)
- v. Bizmail: Digitally signed documents Mailing solution
- vi. iBeatsKYC: KYC for Broking & DP
- vii. iBeats-Armor: Mid-office post-trade RMS

The Company has further entered into consultancy agreement with Comtek and its directors Nilesh Sanghani and Bharat Sanghani for availing consultancy services with respect to further developing, maintaining and enhancing the said software applications and to pay marketing commission pursuant revenue earned by Company due to new sales or customisation of the software by the clients (herein after referred as "Consultancy Agreement") on March 31, 2023.

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 Kumar Bang
Company Secretary & Compliance Officer
Encl.: As above

Software Purchase Agreement

| Sr No. | Particulars | Details |
|--------|---|--|
| 1 | Name(s) of parties with whom the agreement is entered. | Comtek Bizsoft Private Limited |
| 2 | Purpose of entering into the agreement | For purchase of following software applications including intellectual property rights along with all right, title and interest therein: <ol style="list-style-type: none"> i. iBeats BO: Broking back-office for Institution & Retail business ii. iBeats-dTrac: Arbitrage back-office iii. iBeats-CM: Professional Clearing Member (PCM) back-office iv. iBeats-iDac: DP back-office (CDSL & NSDL) v. Bizmail: Digitally signed documents Mailing solution vi. iBeatsKYC: KYC for Broking & DP vii. iBeats-Armor: Mid-office post-trade RMS |
| 3 | Shareholding, if any, in the entity withwhom the agreement is executed | Nil |
| 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. | The consideration for purchase of software is INR 6,20,00,000 (Rupees Six Crore Twenty Lakh only). |
| 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. | Not Applicable |
| 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 | Not Applicable |

| Sr No. | Particulars | Details |
|--------|---|---------|
| | stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof. | |

Consultancy Agreement

| Sr No. | Particulars | Details |
|--------|---|---|
| 1 | Name(s) of parties with whom the agreement is entered. | Comtek Bizsoft Private Limited (Comtek); Nilesh Sanghani; Bharat Sanghani (Both individual referred as "Consultant") |
| 2 | Purpose of entering into the agreement | Consultancy services with respect to availing services from Consultant for further developing, maintaining, and enhancing the software applications purchased from Comtek & related services and to pay marketing commission pursuant to revenue earned by the Company due to new sales or customisation of the software by the clients. |
| 3 | Shareholding, if any, in the entity withwhom the agreement is executed | Nil |
| 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. | <p>The term of agreement is for three years ("Term").</p> <p>The total fees to be paid by Company to Consultants under agreement is:</p> <p>i. Rs. 5,00,00,000 (Rupees Five Crore only) for availing services from Consultant for further developing, maintaining and enhancing the software applications purchased from Comtek and related services payable during the Term; and</p> <p>ii. Marketing commission equivalent to 50% (fifty percent) of the revenue earned by Company due to new sales or customisation of the said software by clients. The marketing commission for the Term shall not be (a) less than Rs. 10,00,00,000 (Rupees Ten Crore only) and (b) more than Rs.</p> |

| Sr No. | Particulars | Details |
|--------|---|--|
| | | 15,00,00,000 (Rupees Fifteen Crore only) Non-compete and non-solicitation for five years after the Term of the agreement for software related services. |
| 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. | Not Applicable |
| 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): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof. | Not Applicable |