Plot No. 36/227, Sector VI, Charkop, Kandivali (West), Mumbai – 400 067
+91 81081 11531 / 32| info@secmark.in | www.secmark.in
CIN: L67190MH2011PLC220404

SECMARK CONSULTANCY LTD.

Date: August 12, 2026

To,	To,
BSE Limited, **The General Manager,** Department of Listing Operations, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	**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**

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Approval of Scheme of Amalgamation

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and with reference to the SEBI Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, we wish to inform you that the Board of Directors ("Board") of SecMark Consultancy Limited ("Company") at its meeting held today i.e. August 12, 2026, has, after considering the recommendations of the Audit Committee and after due deliberations, inter alia, considered and approved the following:

1. The Scheme of Amalgamation amongst Codifi Finserv Private Limited ("Transferor Company 1"), SecMark Holdings Private Limited ("Transferor Company 2") and SecMark Consultancy Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, subject to receipt of requisite approvals, sanctions, consents and permissions of the statutory, regulatory and other authorities and stakeholders, as may be applicable.

The details as required under Regulation 30 read with Schedule III of the SEBI Listing Regulations and the SEBI Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith and marked as "Annexure I".

Kindly take the above information on your records.

Thanking you
Yours faithfully,

For SecMark Consultancy Limited

SUNIL KUMAR BANG
Digitally signed by SUNIL KUMAR BANG
Date: 2026.08.12 19:05:21 +05'30'

Sunil Kumar Bang
Company Secretary & Compliance Officer
Enclosure: a/a

Annexure I

Disclosures relating to the Amalgamation of SecMark Holdings Private Limited and Codifi Finserv Private Limited with and into SecMark Consultancy Limited pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

Sr. No.	Particulars	Details
1)	**Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.**	• **Codifi Finserv Private Limited ("Transferor Company 1")** (CIN: U66190MH2024PTC472396) is a private company, limited by shares, incorporated on 5th August, 2024 under the Companies Act, 2013. The registered office of the Transferor Company at – 6th Floor, Part A, Corporate Center, Andheri Kurla Road, Andheri East, Marol Naka, Mumbai, Maharashtra, India, 400059. • **SecMark Holdings Private Limited** (**"Transferor Company 2"**): (CIN: U67190MH2011PTC219498) is a private company, limited by shares, incorporated on 6th July, 2011 under the Companies Act, 1956. The registered office at Plot No. 36/227, RDP-10, CTS-1C/1/640, Sector-6, Charkop, Near Ambamata Mandir, Kandivali (West), Mumbai - 400067. • **SecMark Consultancy Limited ("Transferee Company"): (CIN: L67190MH2011PLC220404)** is a listed public company, limited by shares, incorporated on 3rd August, 2011 under the Companies Act, 1956. The registered office at Plot No 36/227, RDP-10, CTS-1C/1/640, Sector-6, Charkop, Near Ambamata Mandir, Kandivali-West, Mumbai- 400067. The Transferee Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited. As on March 31, 2026, net worth and revenue from operations of the Transferor Companies and net worth and revenue from operations of Transferee Company is as hereunder:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Net Worth (in INR lakhs) (standalone)</th><th>Revenue from Operations (in INR lakhs) (standalone)</th></tr>
<tr><td>1</td><td>Transferor Company 1</td><td>649.46</td><td>1,531.77</td></tr>
<tr><td>2</td><td>Transferor Company 2</td><td>24.74</td><td>0.13</td></tr>
<tr><td>3</td><td>Transferee Company</td><td>2,340.92</td><td>3,753.72</td></tr>
</table>
</td></tr>
<tr><td>2)</td><td>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”</td><td>• The Transferor Company 1 is a private limited company and does not fall within the ambit of related party requirements as per Section 188 of Companies Act, 2013 and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
• The Transferor Company 2 is a private limited company and holding company of the Transferee Company. The said transaction shall fall within the ambit of related party requirements as per Section 188 of Companies Act, 2013 and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
• The consideration under the Scheme is finalized based on Valuation Report of Registered valuer under Section 247 of Companies Act, 2013 and also the applicable pricing guidelines as laid down by the SEBI. Accordingly, the same is on arm’s length basis.</td></tr>
<tr><td>3)</td><td>Area of business of the entity(ies)</td><td>• The Transferor Company 1 is engaged in the business of information technology services which inter alia includes development and licensing of client portal and partner portal, Snap Alpha option trading platform, e-KYC solutions and allied products for financial market participants.
• The Transferor Company 2 acts as a holding company and has business objects of offering consulting services, technology and outsourcing services to financial market participants in the areas of compliance, operation, software development, risk management and other similar services.
• The Transferee Company is engaged in the business of offering technology, consulting, outsourcing and auditing services to financial market participants in the areas of</td></tr>
</table>

Sr. No.	Particulars	Details
		compliance, operation, software development, risk management, IT infrastructure and other similar services.
4)	**Rational for amalgamation/ merger**	Transferor Company 1 is engaged in the similar line of business activities of Transferee Company and accordingly, it is intended that Transferor Company 1 be amalgamated with Transferee Company so as to enhance the offerings, achieve greater operational efficiency, business synergies and long-term value creation for all stakeholders. Transferor Company 2 and Transferee Company also have similar line of business objectives, and accordingly, it is intended that Transferor Company 2 also be amalgamated with Transferee Company so as to consolidate the businesses of both the companies and to effectively manage them within the group as a single entity, which will provide several benefits. Therefore, the management of the Transferor Companies and the Transferee Company believe that this Scheme shall benefit the respective companies and other stakeholders of respective companies, *inter-alia*, on account of the following reasons: a) The proposed amalgamation of the Transferor Companies into the Transferee Company intends and seeks to achieve flexibility and integration of size, scale and financial strength to offer an integrated suite of consulting, technology, software development, outsourcing and platform-based solutions to financial market participants. b) The amalgamation of Transferor Company 2, being the holding company, with the Transferee Company will simplify their corporate and shareholding structure by eliminating multiple layers within the group and creating a more efficient and streamlined organizational framework. c) Integration of complementary businesses and technology capabilities of Transferor Companies with Transferee Company will enable the combined business for more efficient utilization of financial, operational, technological and human resources through consolidation of infrastructure, expertise, intellectual property, systems and processes. d) The amalgamation will improve the competitive position of the combined entity in the product market

Sr. No.	Particulars	Details
		offerings for financial market participants thereby resulting in better customer relationships, technology assets deployment for customers and business capabilities for expanding the scale and scope of operations. e) The amalgamation will also strengthen the market presence for Transferor Companies and Transferee Company and brand positioning of the combined business by bringing together technologies, intellectual property and technology management expertise, thereby improving the ability to compete in an increasingly technology-driven financial services industry. f) The amalgamation will lead to reduction in costs, pooling of business and strategic human resources, greater cost-efficient services, enhanced support services, easy access / availment of all the services, economies of scale and achieve greater degree of operational efficiency and optimum utilization of resources.
5)	**In case of cash consideration - amount or otherwise share exchange ratio**	Upon this Scheme becoming effective and in consideration of the amalgamation of the Transferor Companies in the Transferee Company, the Transferee Company shall, without any further application, act or deed, issue and allot to the shareholders of the Transferor Companies whose names appear in the register of members of the Transferor Companies as on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferee Company), in the following manner: ***For Transferor Company 1:*** "2,000 fully paid-up equity shares of face value of Rs.10/- each of the Transferee Company for every 100 equity shares of face value of Rs.10/- each held in the Transferor Company 1." ***For Transferor Company 2:*** "75,435 fully paid-up equity shares of face value of Rs.10/- each of the Transferee Company for every 100 equity shares of face value of Rs.10/- each held in the Transferor Company 2."

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>6)</td><td>Brief details of change in shareholding pattern (if any) of listed entity</td><td>Brief details of change in shareholding pattern of SecMark Consultancy Limited is provided as under:
<table>
<tr><th rowspan="2">Category</th><th colspan="2">Pre-Amalgamation</th><th colspan="2">Post-Amalgamation</th></tr>
<tr><th>Number of shares</th><th>% of holding</th><th>Number of shares</th><th>% of holding</th></tr>
<tr><td>Promoter</td><td>78,35,040</td><td>75%</td><td>78,53,540</td><td>69.33%</td></tr>
<tr><td>Public shareholders</td><td>26,11,960</td><td>25%</td><td>34,75,007</td><td>30.67%</td></tr>
<tr><td>Total</td><td>1,04,47,000</td><td>100%</td><td>1,13,28,547</td><td>100%</td></tr>
</table>
Post the Scheme becoming effective, the Transferor Companies shall be dissolved without being wound up. Accordingly, change in shareholding pattern of the Transferor Companies shall not be applicable</td></tr>
</table>