



Annexure - II

SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

September 28, 2016

To

The Chairman of the 27th (Twenty-seventh) Annual General Meeting (AGM) of Members of Microsec Financial Services Limited (CIN: L65993WB1989PLC047002), held on Tuesday, 27th day of September, 2016 at Rotary Sadan, 94/2 Chowringhee Road, Kolkata- 700020, West Bengal, India at 3:00 p.m.

Dear Sir,

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Microsec Financial Services Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 27th Annual General Meeting of the Company held on Tuesday, September 27, 2016, at Rotary Sadan, 94/2 Chowringhee Road, Kolkata- 700020, West Bengal, India at 3:00 p.m., do hereby submit my report as follows:





- (a) The Notice dated 27th August, 2016 convening the 27th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 3rd September, 2016 to the members of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting facility.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 20th September, 2016 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, September 24, 2016 at 10:00 AM (IST) and ended on Monday, September 26, 2016 at 5:00 PM (IST).
- (e) The member and/or their proxy at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 27th Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Miss. Neha Somani and Miss. Aishwarya M Banthia, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.





(h) 35 Members have cast their votes through remote e-voting and all such votes are valid. 6 Members and/or their proxy have cast their votes through poll at the AGM venue and none of the ballots are invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
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ORDINARY BUSINESS

Item No.1 as an Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016, together with the Report of the Board of Directors and Auditors thereon.

(1) Voted in favour of the resolution	24371956	19	24371975	100%
(2) Voted against the resolution	81	0	81	Negligible
Total	24372037	19	24372056	100%
(3) Invalid votes:	-	-	-	-

Item No. 2 as an Ordinary Resolution: To Appoint a Director in place of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation and being eligible, offers herself for re-appointment.

(1) Voted in favour of the resolution	13553256	19	13553275	100%
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(2) Voted against the resolution	81	0	81	Negligible
Total	13553337	19	13553356	100%
(3) Invalid votes:	-	-	-	-

Item No. 3 as an Ordinary Resolution: To re-appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (FRN. 301003E/ E300005) as Statutory Auditors of the Company, and to hold office from the conclusion of this AGM till the conclusion of the 28th AGM of the Company and authorize the Board of Directors to fix their remuneration considering the recommendations of Audit Committee.

(1) Voted in favour of the resolution	24371956	19	24371975	100%
(2) Voted against the resolution	81	0	81	Negligible
Total	24372037	19	24372056	100%
(3) Invalid votes:	-	-	-	-

SPECIAL BUSINESS

Item No.4 as an Ordinary Resolution: To accord consent of the members under section 20 of the Companies Act, 2013 for delivery of documents through a particular mode.

(1) Voted in favour of the resolution	24371956	19	24371975	100%
(2) Voted against the resolution	81	0	81	Negligible
Total	24372037	19	24372056	100%





(3) Invalid votes:	-	-	-	-
Item No.5 as a Special Resolution: To change the name of the Company from 'MICROSEC FINANCIAL SERVICES LIMITED' to 'SASTASUNDAR VENTURES LIMITED' and to make necessary alteration in the Memorandum of Association and Articles of Association of the Company under the Applicable sections of the Companies Act, 2013.				
(1) Voted in favour of the resolution	24371756	19	24371775	100%
(2) Voted against the resolution	281	0	281	Negligible
Total	24372037	19	24372056	100%
(3) Invalid Votes :	-	-	-	-



Yours Faithfully

Manoj Kumar Banthia
Partner
MKB & Associates
Membership No.: 11470
COP No.: 7596

Date: 28th September, 2016
Place: Kolkata

