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 and Clause 35B of the Listing Agreement]

29th September, 2015

To

The Chairman of the 26th Annual General Meeting (AGM) of Members of Microsec Financial Services Limited (CIN:L65993WB1989PLC047002), held on Monday, 28th day of September, 2015 at 10.30 a.m. at "Gyan Manch", 11, Pretoria Street, Kolkata – 700 071, West Bengal.

Dear Sir,

- I, Manoj Kumar Banthia, Practicing Company Secretary, 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 by use of ballot at the 26th Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement in respect of the below mentioned Resolutions proposed at the Annual General Meeting of the Company held on Monday, 28th day of September, 2015 at 10.30 a.m. at "Gyan Manch", 11, Pretoria Street, Kolkata 700 071, West Bengal do hereby submit my report as under:
 - (a) The Notice dated 30th May, 2015 convening the 26th Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein was sent on 3rd September, 2015 to the shareholders of the company.
 - (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its Shareholders. At the 26th Annual General





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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. 21st September, 2015, Monday 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 Friday, 25th September, 2015 at 10.00 A.M. and ended on Sunday, 27th September, 2015 at 5:00 P.M.
- (e) At the Annual General Meeting, though members present were offered facility to vote by poll, no member exercised the right to cast vote by way of ballot at the AGM venue, hence, the votes cast through remote e-voting were unblocked in presence of Mrs. Suhita Mukhopadhyay and Ms. Bidisha Achari who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (f) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution were derived from the report generated from the e-voting website of CDSL, http://www.evotingindia.com in respect of remote e-voting.
- (g) 49 members have cast their votes through remote e-voting and all such votes are valid. No members and/or their proxy have cast their votes through poll at the AGM venue.

I now submit my report as under:







MKB & Associates Company Secretaries

SHANTIN KETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017 TEL : 91 - 33 - 2282 1348 3052 1719 | E-mail mbanthia2010@gmail.com

	Number of votes	Number of Votes	T	
	(shares) cast through	(shares) cast on Poll at	Total	% of total
	Remote E-voting.	the meeting		number of
	(1)	the meeting.		valid votes
		(2)	(1)+(2)=(3)	cast
	Financial Statements (in	inary Resolution: To recei	ve, consider and a	dopt the Audit
	Board of Directors and A	iai yeai ellueu 51st March 7	015, together with t	the Reports of t
	board of Directors and A	uditors thereon.		* 1907 8007 800
(1) Voted in	25815363	0	25015272	
favour of the		O	25815363	99.99
resolution				
(2) Voted	7	0		
against the	•	O	7	Negligible
resolution				
	25815370	0		
Total	20010070	0	25815370	99.99
(3) Invalid	0	0		
votes:	1	0	0	0
	Ye NI O			1
	()	ary Resolution: To appoin who retires by rotation and	t a director in place being eligible, offe	of Mr. Ravi Kar rs himself for re
	Item No. 2 as an Ordina Sharma (DIN: 00364066), appointment.	ary Resolution: To appoin who retires by rotation and	t a director in place being eligible, offe	of Mr. Ravi Karrs himself for re
1) Voted in	()	who redies by rotation and	being eligible, offer	rs himself for r
avour of the	appointment.	ary Resolution: To appoin who retires by rotation and	t a director in place being eligible, offer 24568270	of Mr. Ravi Karrs himself for re
	appointment.	who redies by rotation and	being eligible, offer	rs himself for r
avour of the esolution	appointment.	0	24568270	rs himself for r
avour of the	appointment.	who redies by rotation and	being eligible, offer	rs himself for r
avour of the resolution 2) Voted regainst the	appointment.	0	24568270	rs himself for r
avour of the esolution 2) Voted	appointment. 24568270 7	0 0	24568270	99.99 Negligible
avour of the resolution 2) Voted regainst the	appointment.	0	24568270	rs himself for r
avour of the esolution 2) Voted against the esolution Cotal	appointment. 24568270 7	0 0	24568270	99.99 Negligible
avour of the resolution 2) Voted regainst the resolution Cotal 3) Invalid	appointment. 24568270 7	0 0	24568270 7 24568277	99,99 Negligible
avour of the resolution 2) Voted against the resolution Total 3) Invalid	appointment. 24568270 7 24568277	0 0 0	24568270	99.99 Negligible
avour of the resolution 2) Voted against the resolution Total 3) Invalid	appointment. 24568270 7 24568277 0 Item No.3 as an Ordin	0 0 0 ary Resolution: To appea	24568270 7 24568277	99.99 Negligible 99.99
avour of the esolution 2) Voted against the esolution	appointment. 24568270 7 24568277 0 Item No.3 as an Ordin Chartered Accountants (0 0 0 ary Resolution: To appo	24568270 7 24568277 0 int M/s S. R. Batli	99.99 Negligible 99.99 0
avour of the resolution 2) Voted against the resolution Total 3) Invalid	appointment. 24568270 7 24568277 0 Item No.3 as an Ordin Chartered Accountants (Company to hold office for the second secon	0 0 0 0	24568270 7 24568277 0 int M/s S. R. Batlias the Statutory A	99.99 Negligible 99.99 0







MKB & Associates Company Secretaries

SHANTINIKETAN | STH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017 TEL : 91 - 33 - 2282 1348 | 3052 1719 | E-mail | mbanthia2010@gmail.com

(1) Voted in favour of the resolution	25815363	0	25815363	99.99
(2) Voted against the resolution	7	0	7	Negligible
Total	25815370	0	25815370	99.99
(3) Invalid votes:	0	0	0	0
(1) Voted in favour of the		Ordinary Resolution: irector of the Company on in terms of the Articles		
resolution (2) Voted against the resolution	7	0	7	Negligi əle
Γotal	14983670	0	14983670	99.99
(3) Invalid votes:	0	0	0	0
		ial Resolution: To re-agaging Director and Chief I		





MKB & Associates Company Secretaries

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(1) Voted in	14983663	0	14983663	99.99
favour of the resolution		·	11200000	99.99
(2) Voted against the resolution	7	0	7	Negligible
Total	14983670	0	14983670	99.99
(3) Invalid votes:	0	0	0	0
	Special Business	Resolution: To annual	uo a marin set e C.A. v. 1	
	Special Business Item No.6 as a Special of the Company in pl existing Articles of Asse	lace of, in substitution	n and to the entire e	s of Associatior exclusion of the
favour of the	Item No.6 as a Special of the Company in pl	lace of, in substitution	n and to the entire e	s of Association exclusion of the
(1) Voted in favour of the resolution (2) Voted against the resolution	Item No.6 as a Special of the Company in plexisting Articles of Ass	lace of, in substitution ociation of the Compar	n and to the entire enty.	xclusion of the
favour of the resolution (2) Voted against the	Item No.6 as a Special of the Company in plexisting Articles of Asset 25815363	lace of, in substitution ociation of the Compan	n and to the entire enty.	99.99

Thanking You,

Kolkats

Date: 29th September, 2015

Place: Kolkata

Manoj Kumar Banthia M/s MKB & Associates

Practicing Company Secretary

Membership No.: 11470

COP No.: 7596



Annexure

26th Annual General Meeting (AGM) of Microsec Financial Services Limited – Details of voting results

Date of AGM	28th September, 2015
Total No. of Shareholders as on Record Date (being the cut off date for determining shareholders entitled to e-voting 21st September, 2015	17,387
No. of Shareholders present at the meeting either in person or through proxy: Promoter and Promoter Group Public:	3 183
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	NIL NIL
Mode of Voting	Remote E-voting and voting through poll at the Annual General Meeting

Agenda wise:

ORDINARY BUSINESS:

Item No.1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and Auditors thereon:

Resolution required	Ordinary
Mode of voting	Remote E-voting and voting through poll at the Annual General Meeting
Votes cast in favour of the resolution	2,58,15,363
Votes cast against the resolution	7
Total	2,58,15,370

Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in Favour on votes polled	% of Votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100



	Mode of	voting: Consolida	ted results	of Remote e-vo	ting and	d Poll	
Promoter and Promoter Group	2,27,99,537	2,27,99,537	100.00	2,27,99,537	0	100.00	0.00
Public – Institutional Holders	16,515	0	0	0	0	0.00	0.00
Public-Others	89,94,448	30,15,833	33.53	30,15,826	7	99.99	0.00
Total	3,18,10,500	2,58,15,370		2,58,15,363	7		

Item No. 2: Ordinary Resolution:

To appoint a director in place of Mr. Ravi Kant Sharma (DIN: 00364066), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required	Ordinary
Mode of voting	Remote E-voting and voting through poll at the Annual General Meeting
Votes cast in favour of the resolution	2,45,68,270
Votes cast against the resolution	7
Total	2,45,68,277

The details of the voting on the above resolution are as under:

Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in Favour on votes polled	% of Votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
	Mode o	f voting: Conso	olidated results	of Remote e-v	oting and Po	oll	
Promoter and Promoter Group	2,27,99,537	2,15,52,444	94.53	2,15,52,444	0	100.00	0.00
Public – Institutional Holders	16,515	0	0	0	0	0.00	0.00
Public-Others	89,94,448	30,15,833	33.53	30,15,826	7	99.99	0.00
Total	3,18,10,500	2,45,68,277		2,45,68,270	7		-

Item No. 3: Ordinary Resolution:

To appoint M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Reg. No. 3010031), as the Statutory Auditors of the Company to hold office from the conclusion of this AGM



till the conclusion of the 27th AGM of the Company at a remuneration fixed by the Board of Directors in consultation with the Audit Committee.

Resolution required	Ordinary
Mode of voting	Remote E-voting and voting through poll at the Annual General Meeting
Votes cast in favour of the resolution	2,58,15,363
Votes cast against the resolution	7
Total	2,58,15,370

The details of the voting on the above resolution are as under:

Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes – in Favour	No. of Votes – Against	% of Votes in Favour on votes polled	% of Votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
	Mode o	of voting: Conso	lidated results	of Remote e-vot	ing and Po	oll	
Promoter and Promoter Group	2,27,99,537	2,27,99,537	100.00	2,27,99,537	0	100.00	0.00
Public – Institutional Holders	16,515	0	0	0	0	0.00	0.00
Public-Others	89,94,448	30,15,833	33.53	30,15,826	7	99.99	0.00
Total	3,18,10,500	2,58,15,370		2,58,15,363	7		

SPECIAL BUSINESS:

Item No. 4: Ordinary Resolution:

To appoint Mrs. Abha Mittal (DIN: 00519777) as Director of the Company liable to retire by rotation in terms of the Articles of Association of the Company

Resolution required	Ordinary
Mode of voting	Remote E-voting and voting through poll at the Annual General Meeting
Votes cast in favour of the resolution	1,49,83,663
Votes cast against the resolution	7
Total	1,49,83,670

Promoter/Public	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
	Shares	Votes	Polled on	Votes	Votes –	in Favour	Against on
	Held	Polled	Outstanding	- in	Against	on votes	votes



			Shares	Favour		polled	polled
	(1)	1 12 12	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
	Mode o	f voting: Conso	olidated results	of Remote e-vo	ting and F	Poll	
Promoter and Promoter Group	2,27,99,537	1,19,67,837	52.49	1,19,67,837	0	100.00	0.00
Public – Institutional Holders	16,515	0	0	0	0	0.00	0.00
Public-Others	89,94,448	30,15,833	33.53	30,15,826	7	99.99	0.00
Total	3,18,10,500	1,49,83,670		1,49,83,663	7		

Item No. 5: Special Resolution:

To re-appoint Mr. Banwari Lal Mittal (DIN: 00365809) as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from 1st July, 2015 on the terms and conditions as agreed

Resolution required	Special			
Mode of voting	Remote E-voting and voting through poll at th Annual General Meeting			
Votes cast in favour of the resolution	1,49,83,663			
Votes cast against the resolution	7			
Total	1,49,83,670			

Promoter/Public	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
	Shares	Votes	Polled on	Votes	Votes –	in Favour	Against on
	Held	Polled	Outstanding	- in	Against	on votes	votes
			Shares	Favour		polled	polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
	Mode o	of voting: Conso	olidated results	of Remote e-v	oting and F	Poll	
Promoter and Promoter Group	2,27,99,537	1,19,67,837	52.49	1,19,67,837	0	100.00	0.00
Public – Institutional Holders	16,515	0	0	0	0	0.00	0.00
Public-Others	89,94,448	30,15,833	33.53	30,15,826	7	99.99	0.00
Total	3,18,10,500	1,49,83,670		1,49,83,663	7		



Item No. 6: Special Resolution:

To approve a new set of Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

Resolution required	Special Remote E-voting and voting through poll at the Annual General Meeting		
Mode of voting			
Votes cast in favour of the resolution	2,58,15,363		
Votes cast against the resolution	7		
Total	2,58,15,370		

Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstandin g Shares	No. Of Votes – in Favour	No. of Votes – Against	% of Votes in Favour on votes polled	% of Votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
	Mode of	voting: Conso	lidated results	of Remote e-v	oting and F	Poll	
Promoter and Promoter Group	2,27,99,537	2,27,99,537	100.00	2,27,99,537	0	100.00	0.00
Public – Institutional Holders	16,515	0	0	0	0	0.00	0.00
Public-Others	89,94,448	30,15,833	33.53	30,15,826	7	99.99	0.00
Total	3,18,10,500	2,58,15,370		2,58,15,363	7		

