



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



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:





	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
Item No.1 as an 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 31 st March, 2015, together with the Reports of the Board of Directors and Auditors thereon.				
(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
Item No. 2 as an 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.				
(1) Voted in favour of the resolution	24568270	0	24568270	99.99
(2) Voted against the resolution	7	0	7	Negligible
Total	24568277	0	24568277	99.99
(3) Invalid votes:	0	0	0	0
Item No.3 as an Ordinary Resolution: To appoint M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Reg. No. 301003E), as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 27 th AGM of the Company at a remuneration fixed by the Board of Directors.				





(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

Special Business

Item No. 4 as an Ordinary Resolution: To appoint Mrs. Abha Mittal (DIN: 00519777) as Director of the Company with effect from 26th March, 2015 liable to retire by rotation in terms of the Articles of Association of the Company.

(1) Voted in favour of the resolution	14983663	0	14983663	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

Item No.5 as a 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.





(1) Voted in favour of the resolution	14983663	0	14983663	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 Item No.6 as a 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.				
(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

Thanking You,



Manoj Kumar Banthia
M/s MKB & Associates
Practicing Company Secretary
Membership No.: 11470
COP No.: 7596

Date: 29th September, 2015
Place: Kolkata



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

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 of voting: Consolidated results of Remote e-voting and 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 of voting: Consolidated results of Remote e-voting and Poll							
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. 301003I), 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 of voting: Consolidated results of Remote e-voting and 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		

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

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	No. of Votes – in	No. of Votes – Against	% of Votes in Favour on votes	% of Votes Against on votes
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	(1)	(2)	Shares (3)=[(2)/(1)] *100	Favour (4)	(5)	polled (6)=[(4)/(2)] *100	polled (7)=[(5)/(2)] *100
Mode of voting: Consolidated results of Remote e-voting and 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 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

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 (3)=[(2)/(1)] *100	No. of Votes – in Favour	No. of Votes – Against	% of Votes in Favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Mode of voting: Consolidated results of Remote e-voting and 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
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 of voting: Consolidated results of Remote e-voting and 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		

