

Date: 19/03/2013

To:

The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai – 400 001

Manager - Listing
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai – 400 051

Ref: Scrip Code at BSE: 533259 and NSE: MICROSEC

Sub: Disclosure of voting results of Postal Ballot under Clause 35A of the Listing Agreement

Dear Sir/ Madam,

In terms of Clause 35A of the listing agreement, we furnish below the details of the voting results pertaining to the postal ballot process conducted, in accordance with Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for seeking the approval of the shareholders by way of **Special Resolutions** as detailed out in the notice dated February 8, 2013.

The Last date for receipt of the Postal Ballot Forms and E-voting was March 15, 2013.

Date of the declaration of results of Postal Ballot : 19th March, 2013

Total number of shareholders as on 8th February, 2013 : 22,448

(Cut off date for reckoning the voting rights of the shareholders)

Details of the Agenda:

1. Special Resolution for restructuring the business of the Company including approval under section 61 of the Companies Act, 1956

| | |
|----------------------------------------|--------------------------|
| Resolution required | Special Resolution |
| Mode of voting | Postal Ballot & E-voting |
| Votes cast in favour of the resolution | 2,25,05,066 |
| Votes cast against the resolution | 7,448 |
| Total | 2,25,12,514 |

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 |
| Promoter and Promoter Group | 2,04,85,868 | 2,04,85,868 | 100.00 | 2,04,85,868 | 0 | 100.00 | 0.00 |
| Public – Institutional Holders | 16,20,720 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 97,03,912 | 20,26,646 | 20.88 | 20,19,198 | 7,448 | 99.632 | 0.368 |
| Total | 3,18,10,500 | 2,25,12,514 | 70.77 | 2,25,05,066 | 7,448 | 99.967 | 0.033 |

2. Special Resolution under Section 17 of the Companies Act, 1956 for amendment to the Other Object Clause of the Memorandum of Association of the Company.

| | |
|----------------------------------------|--------------------------|
| Resolution required | Special Resolution |
| Mode of voting | Postal Ballot & E-voting |
| Votes cast in favour of the resolution | 2,25,07,750 |
| Votes cast against the resolution | 4,764 |
| Total | 2,25,12,514 |

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 |
| Promoter and Promoter Group | 2,04,85,868 | 2,04,85,868 | 100.00 | 2,04,85,868 | 0 | 100.00 | 0.00 |
| Public – Institutional Holders | 16,20,720 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 97,03,912 | 20,26,646 | 20.88 | 20,21,882 | 4,764 | 99.765 | 0.235 |
| Total | 3,18,10,500 | 2,25,12,514 | 70.77 | 2,25,07,750 | 4,764 | 99.979 | 0.021 |

3. Special Resolution under Section 149(2A) of the Companies Act, 1956 for commencement of new business as mentioned in Other Objects Clause of the Memorandum of Association of the Company.

| | |
|----------------------------------------|--------------------------|
| Resolution required | Special Resolution |
| Mode of voting | Postal Ballot & E-voting |
| Votes cast in favour of the resolution | 2,25,11,750 |
| Votes cast against the resolution | 764 |
| Total | 2,25,12,514 |

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 |
| Promoter and Promoter Group | 2,04,85,868 | 2,04,85,868 | 100.00 | 2,04,85,868 | 0 | 100.00 | 0.00 |
| Public – Institutional Holders | 16,20,720 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 97,03,912 | 20,26,646 | 20.88 | 20,25,882 | 764 | 99.962 | 0.038 |
| Total | 3,18,10,500 | 2,25,12,514 | 70.77 | 2,25,11,750 | 764 | 99.997 | 0.003 |



Thus the above resolution(s) have been duly approved by the members of the Company with requisite majority.

This is for your kind information and records.

Thanking you,
Yours faithfully,

For Microsec Financial Services Limited



Biplab Kumar Mani

Company Secretary & Compliance Officer

