

Microsec Financial Services Limited  
Azimganj House, 2nd Floor  
7, Camac Street, Kolkata - 700017, India  
Tel : 91 33 2282 9330, Fax 91 33 2282 9335  
E-mail : info@microsec.in, www.microsec.in  
L65993WB1989PLC047002



Date: 30th September, 2015

To  
✓ **The General Manager,**  
Department of Corporate Services,  
BSE Limited  
(Designated Stock Exchange)  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai- 400 001

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

**Ref: BSE Scrip Code: 533259; NSE Symbol: MICROSEC**

**Sub: Outcome of 26<sup>th</sup> Annual General Meeting held on Monday, the 28th September, 2015 and voting results as per Clause 35A of the Listing Agreement**

Dear Sir/ Madam,

We wish to inform you that the 26th Annual General Meeting (“AGM”) of the members of the Company was held on Monday, the 28th September, 2015 at 10.30 A.M. at “Gyan Manch”, 11 Pretoria Street, Kolkata - 700 071.

In accordance with Clause 35B of the amended Listing Agreement and pursuant to the provisions of Section 108 of the Companies Act, 2013, the Companies (Management & Administration) Amendment Rules, 2015, the Company had provided remote e-voting facilities to all the Members through the services of Central Depository Services (India) Limited (CDSL) in respect of each of the Resolutions contained in the Notice convening this Annual General Meeting. The remote e-voting was opened on September 25, 2015 at 10:00 A.M. and concluded on September 27, 2015 at 5:00 P.M. The members who for any reason, could not cast their vote through remote e-voting have been provided the facility of voting by poll papers at the AGM venue.

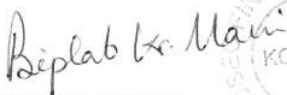

Mr. Manoj Kumar Banthia, Company Secretary in whole-time practice was appointed as the Scrutinizer for the purpose of the remote e-voting and also for the votes cast through poll papers by the Members at the AGM Venue. Please find attached herewith the Scrutinizer's Report on remote e-voting alongwith votes cast through polling papers, for your records.

In compliance with the requirement under Clause 35A of the Listing Agreement with the Stock Exchanges, we are also furnishing herewith the relevant details pertaining to the aforesaid AGM as an Annexure.

Please take the above information on records and acknowledge the receipt.

Thanking You,  
Yours faithfully,

For Microsec Financial Services Limited

  
  
**Biplab Kumar Mani**  
Company Secretary

Encl: As above



## 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]

29<sup>th</sup> September, 2015

To

The Chairman of the 26<sup>th</sup> Annual General Meeting (AGM) of Members of **Microsec Financial Services Limited** (CIN:L65993WB1989PLC047002), held on Monday, 28<sup>th</sup> 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 26<sup>th</sup> 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, 28<sup>th</sup> 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 30<sup>th</sup> May, 2015 convening the 26<sup>th</sup> Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein was sent on 3<sup>rd</sup> 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 26<sup>th</sup> 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. 21<sup>st</sup> 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, 25<sup>th</sup> September, 2015 at 10.00 A.M. and ended on Sunday, 27<sup>th</sup> 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
<b>Item No.1 as an Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements (including the Consolidated Audited Financial Statements) of the Company for the financial year ended 31 <sup>st</sup> 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
<b>Total</b>	<b>25815370</b>	<b>0</b>	<b>25815370</b>	<b>99.99</b>
(3) Invalid votes:	0	0	0	0
<b>Item No. 2 as an Ordinary Resolution:</b> 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
<b>Total</b>	<b>24568277</b>	<b>0</b>	<b>24568277</b>	<b>99.99</b>
(3) Invalid votes:	0	0	0	0
<b>Item No.3 as an Ordinary Resolution:</b> 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 <sup>th</sup> 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
<b>Total</b>	<b>25815370</b>	<b>0</b>	<b>25815370</b>	<b>99.99</b>
(3) Invalid votes:	0	0	0	0
<b>Special Business</b> <b>Item No. 4 as an Ordinary Resolution:</b> To appoint Mrs. Abha Mittal (DIN: 00519777) as Director of the Company with effect from 26 <sup>th</sup> 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
<b>Total</b>	<b>14983670</b>	<b>0</b>	<b>14983670</b>	<b>99.99</b>
(3) Invalid votes:	0	0	0	0
<b>Special Business</b> <b>Item No.5 as a Special Resolution:</b> 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 1 <sup>st</sup> 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
<b>Total</b>	<b>14983670</b>	<b>0</b>	<b>14983670</b>	<b>99.99</b>
(3) Invalid votes:	0	0	0	0
<b>Special Business</b> <b>Item No.6 as a Special Resolution:</b> 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
<b>Total</b>	<b>25815370</b>	<b>0</b>	<b>25815370</b>	<b>99.99</b>
(3) Invalid votes:	0	0	0	0

Thanking You,

Yours Faithfully  


Manoj Kumar Banthia  
M/s MKB & Associates

Practicing Company Secretary

Membership No.: 11470

COP No.: 7596

Date: 29<sup>th</sup> September, 2015

Place: Kolkata



**Annexure**

**26<sup>th</sup> Annual General Meeting (AGM) of Microsec Financial Services Limited – Details of voting results**

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

<b>Resolution required</b>	Ordinary
<b>Mode of voting</b>	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
<b>Total</b>	<b>2,58,15,370</b>

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
<b>Total</b>	<b>3,18,10,500</b>	<b>2,58,15,370</b>		<b>2,58,15,363</b>	<b>7</b>		

**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
<b>Total</b>	<b>2,45,68,277</b>

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
<b>Total</b>	<b>3,18,10,500</b>	<b>2,45,68,277</b>		<b>2,45,68,270</b>	<b>7</b>		

**Item No. 3: Ordinary Resolution:**

*To appoint M/s S. R. Battiboi & 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 27<sup>th</sup> AGM of the Company at a remuneration fixed by the Board of Directors in consultation with the Audit Committee.

<b>Resolution required</b>	Ordinary
<b>Mode of voting</b>	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
<b>Total</b>	<b>2,58,15,370</b>

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
<b>Mode of voting: Consolidated results of Remote e-voting and Poll</b>							
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
<b>Total</b>	<b>3,18,10,500</b>	<b>2,58,15,370</b>		<b>2,58,15,363</b>	<b>7</b>		

**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*

<b>Resolution required</b>	Ordinary
<b>Mode of voting</b>	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
<b>Total</b>	<b>1,49,83,670</b>

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
<b>Mode of voting: Consolidated results of Remote e-voting and Poll</b>							
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
<b>Total</b>	<b>3,18,10,500</b>	<b>1,49,83,670</b>		<b>1,49,83,663</b>	<b>7</b>		

**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
<b>Total</b>	<b>1,49,83,670</b>

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 (4)	No. of Votes – Against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
<b>Mode of voting: Consolidated results of Remote e-voting and Poll</b>							
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
<b>Total</b>	<b>3,18,10,500</b>	<b>1,49,83,670</b>		<b>1,49,83,663</b>	<b>7</b>		



**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
<b>Mode of voting: Consolidated results of Remote e-voting and Poll</b>							
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
<b>Total</b>	<b>3,18,10,500</b>	<b>2,58,15,370</b>		<b>2,58,15,363</b>	<b>7</b>		

