

**MICROSEC FINANCIAL SERVICES LIMITED**

CIN: L65993WB1989PLC047002

Registered Office: Shivam Chambers, 1st Floor, 53 Syed Amir Ali Avenue, Kolkata - 700 019

Ph: (033) 3051 2100, Fax: (033) 3051 2020

Email: info@microsec.in • Website: www.microsec.in

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting (AGM) of the members of Microsec Financial Services Limited will be held on Tuesday, the 27th September, 2016 at 3.00 p.m. at "Rotary Sadan", 94/2 Chowringhee Road, Kolkata - 700020 to transact the following business:

**ORDINARY BUSINESS :**

1. 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 Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Abha Mittal (DIN 00519777), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/ E300005), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the 28th AGM of the Company and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration considering the recommendations of the Audit Committee."

**SPECIAL BUSINESS :**

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) or any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (the "Stock Exchange") and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s) and/or other appropriate regulatory and statutory authorities/departments the consent of the members be and is hereby accorded to change the name of the Company from "MICROSEC FINANCIAL SERVICES LIMITED" to "SASTASUNDAR VENTURES LIMITED".

**RESOLVED FURTHER THAT** the Name Clause of the Memorandum of Association of the Company be altered and substituted as follows:

1. The name of the Company is "SASTASUNDAR VENTURES LIMITED"

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company i.e. SASTASUNDAR VENTURES LIMITED.

**RESOLVED FURTHER THAT** any one of the Directors and / or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the Statutory Authorities, and to execute all such deeds, documents, agreement and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorised representatives, to appear before the office of the Registrar of Companies (MCA) and / or deal with Stock Exchanges(s) concerned to settle and finalise all issues that may arise in this regards for giving effect to the above mentioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit.

By Order of the Board  
**Microsec Financial Services Limited**

Sd/-

**Biplab Kumar Mani**

*Company Secretary*

Mem No.- ACS 19883

Registered Office:  
Shivam Chambers, 1st Floor,  
53 Syed Amir Ali Avenue  
Kolkata - 700 019  
Date : 27th August, 2016

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**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
4. The instrument of Proxy, duly completed and signed, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed herewith.
5. Pursuant to Section 91 of the Companies Act, 2013 read with Rules frames thereunder and Regulation 42(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [SEBI (LODR) Regulations, 2015] the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 20th September, 2016 to Tuesday, the 27th September, 2016 (both days inclusive).
6. Pursuant to Section 113 of the Companies Act, 2013 and Rules frames thereunder, the corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution and Power of attorney, if any, authorising their representative(s) to attend and vote, on their behalf at the meeting.
7. Members are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company / Depository Participant for admission to the Meeting hall.

## NOTICE OF ANNUAL GENERAL MEETING

8. Members who hold shares in dematerialized form, are requested to bring their Depository Participant (D.P) I.D. and Client I.D No(s) for easier identification to record attendance at the Meeting.
9. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants
10. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
11. Members are requested to send their queries, if any, on the accounts or operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be compiled in advance.
12. A statement containing details of the Director seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 is annexed.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
14. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
15. Copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent through the permitted mode.
16. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members in the permitted mode whose e-mail ID are not registered with the Company/Depository Participant.
17. As per Regulation 40(7) of the SEBI (LODR) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
18. To support the 'Green Initiative', the Members who have not registered their e-mail addresses, are requested to register the same with the Registrar in case of shares are held in certificate form and with the Depositories in case of shares held in demat form.
19. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed hereto.
20. Members may also note that the Notice of the 27th AGM and the Annual Report 2016 will also be available on the Company's website [www.microsec.in](http://www.microsec.in) for their download. The physical copy of the aforesaid documents will also be available for at the Registered Office of the Company for inspection by members during normal business hour on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send request to the Company's investor email id: [investors@microsec.in](mailto:investors@microsec.in)
21. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

## NOTICE OF ANNUAL GENERAL MEETING

22. The Instructions to Members for Voting Electronically are as under:-

### General Instructions :

- a. In compliance with the provisions of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is offering facility of "remote e-voting" (e-voting from a place other than venue of the AGM) to all its Members to enable them to exercise their right to vote on all matters listed in this Notice by electronic means.

For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting.

- b. The facility for voting through ballot paper shall also be made available at the venue of the 27th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

### E-voting Instructions :

- (i) The voting period begins on Saturday, 24th September, 2016 (10.00 a.m.) and ends on Monday, 26th September, 2016 (5.00 p.m.) During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday, 20th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next, enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB)            | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>  |

## NOTICE OF ANNUAL GENERAL MEETING

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN of Microsec Financial Services Limited which you choose to vote.
  - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xv) After selecting the resolution you have decided to vote then, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xx) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log in to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. The Company has appointed Mr. Manoj Kumar Banthia, Company Secretary in Practice (Membership No. 11470 & COP No. 7596) Partner of M/s MKB & Associates as the Scrutinizer to scrutinize the voting process (e-voting or otherwise) in a fair and transparent manner.
24. The Scrutinizer shall within a period not exceeding three days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director. The Chairman or any other person authorised by the Chairman, shall forthwith on receipt of the consolidated scrutinizer report, declare the result of the voting.

25. The result, alongwith the scrutinizer's report, shall be placed on the company's website *www.microsec.in* and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to the BSE and NSE where the shares of the Company are listed.
26. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 4.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board  
**Microsec Financial Services Limited**

Sd/-

**Biplab Kumar Mani**  
Company Secretary  
Mem No.- ACS 19883

Registered Office:  
Shivam Chambers, 1st Floor,  
53 Syed Amir Ali Avenue  
Kolkata - 700 019  
Date : 27th August, 2016

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#### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No- 4**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., the Board of Directors in their meeting held on 5th August, 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery. The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode.

Further, considering the huge number of shareholders of the Company, it would not be practically feasible to accept 'lump-sum' advances from shareholders and continue maintaining their running ledger balances for this purpose.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

##### **Item No- 5**

The Company is a Core Investment Company (CIC) and the main business of the Company is to hold the investments made in its subsidiaries. The Company has invested more than 90% of its funds in its subsidiaries which are into different lines of businesses like financial services, digital media for consumer engagement and digital healthcare. The word "Financial Services" in the name of the Company does not give a fair picture of the activity of the Company as the term "Financial Services" is specific to a particular industry. The word "Ventures" would be appropriate and would be a true representation of the activities, as the Company is engaged in various ventures through its subsidiaries.

The Company is engaged in the digital pharmacy and healthcare business through its wholly owned subsidiary Microsec Health Buddy Limited which operates a website *www.sastasundar.com* for selling of healthcare products (including medicines) online. For the Financial year ended March 31, 2016, more than 75% of the consolidated revenues of the Company were generated from the digital healthcare business operated under the brand "SASTASUNDAR". Moreover in the past two years the brand SASTASUNDAR more rightly depicts the group brand. Hence it is also proposed to replace "MICROSEC" with "SASTASUNDAR" to provide a better visibility and recognition to the brand. The Company has also entered in a Share Purchase Agreement (SPA) on 19th April, 2016 to transfer the brand Microsec and 100% shares of Microsec Capital Limited.



The Board of Directors at their meeting held on 5th August, 2016 has approved the change of name as proposed in the resolutions and subsequently the Company has obtained the necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013 and has also obtained the in-principle approval of the stock exchanges where the shares of the Company are listed.

The provisions of Section 13(2) of the Companies Act, 2013, inter alia requires the approval of the shareholders by means of special resolution for change of name and consequential amendment of Memorandum and Articles of Associations of the Company.

The Board of Directors recommends the passing of the Special Resolution set out in Item No. 5 of the Notice.

None of the Directors, promoters and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, in the Special Resolution, except as shareholders of the Company.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE  
FORTHCOMING ANNUAL GENERAL MEETING  
[PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015]**

(As on March 31, 2016)

|  |  |
|--|--|
| <b>Name</b>  | <b>Mrs. Abha Mittal (DIN- 00519777)</b>  |
| Date of Birth  | 23rd November, 1974  |
| Date of appointment  | 26th March, 2015   |
| Qualification  | B Com, Diploma In Fashion Designing  |
| Expertise in specific functional area  | Mrs. Abha Mittal, is a Commerce Graduate from Bhawanipur Gujarati Education Society under Calcutta University. She has done the diploma in Fashion designing from J.D Birla Institute, Kolkata. She is actively involved in various social welfare activities and also member of various NGOs. Mrs. Mittal is involved in the promotion and advancement of Organic farming activities. |
| List of outside *Directorships held  | 1. Luv Kush Projects Limited<br>2. Mihit Consultancy Services Limited<br>3. Padmakar Advisors Limited  |
| Membership/ Chairmanship of #Committees of the Board of Directors of the Company                             | NIL  |
| Chairman/Member of the #Committee of the Board of Directors of other companies in which he/she is a Director | NIL  |
| Number of shares held in the Company   | 15,700   |
| Inter-se relations with any director of the Company  | Spouse of Mr. Banwari Lal Mittal   |

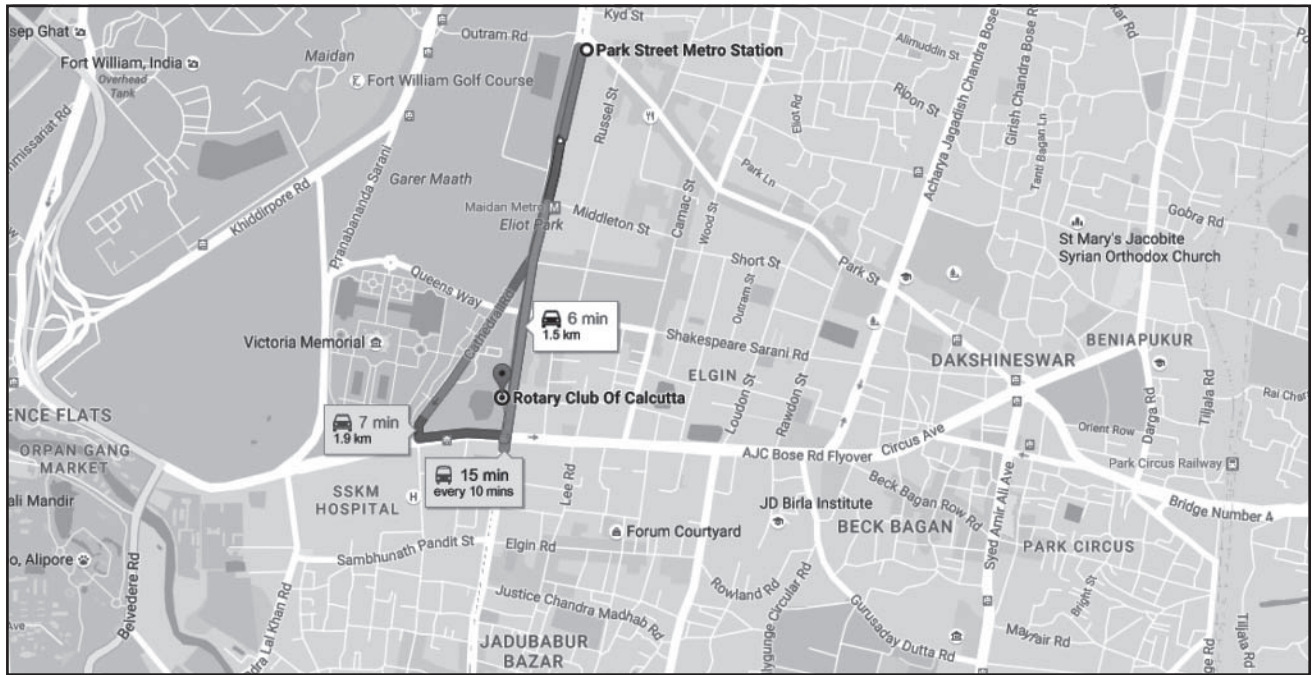
Note:

\* Only covers directorship in public (listed and unlisted) Companies.

# Pursuant to SEBI (LODR) Regulations, 2015 only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered.

# NOTICE OF ANNUAL GENERAL MEETING

## ROUTE MAP TO THE VENUE OF AGM



27th Annual General Meeting  
Date: 27th September, 2016  
Day: Tuesday  
Time: 3.00 pm  
Venue: "Rotary Sadan",  
(Shripati Singhanian Hall),  
94/2, Chowringhee Road, Kolkata - 700 020  
**Landmark : Near Rabindra Sadan Metro Station.**



**MICROSEC FINANCIAL SERVICES LIMITED**

**Regd. Office:** Shivam Chambers, 1st Floor, 53 Syed Amir Ali Avenue, Kolkata - 700019, West Bengal, India, **CIN:** L65993WB1989PLC047002  
**Phone:** (033) 3051 2100, **Fax:** (033) 3051 2020, **E-mail:** info@microsec.in, **Website:** www.microsec.in

**ELECTRONIC VOTING PARTICULARS**

|  |                |                         |
|--|----------------|-------------------------|
| <b>EVSN (E-voting Sequence Number)</b> | <b>USER ID</b> | <b>PAN/SEQUENCE NO.</b> |
| <b>160822090</b>                       |                |                         |

**The e-voting facility will be available during the following voting period:**

Commencement of e-voting: From 10.00 a.m. (IST) on 24th September, 2016  
 End of e-voting: Upto 5.00 p.m. (IST) on 26th September, 2016

**The cut-off date for the purpose of e-voting is 20th September, 2016.**

Please read instructions given at Note No. 22 of the Notice of the 27<sup>th</sup> Annual General Meeting carefully before voting electronically.



|   |  |
|---|--|
| <b>ATTENDANCE SLIP</b><br><br>I /We hereby record my/our presence at the <b>27<sup>th</sup> Annual General Meeting</b> of the Company at " <b>Rotary Sadan</b> ", 94/2 <b>Chowringhee Road, Kolkata – 700020, on 27<sup>th</sup> September, 2016 at 3.00 p.m.</b> | <b>Folio/DP ID &amp; Client ID No.:</b>    |
|   | <b>Shares:</b>                             |
|   | <b>Serial No.:</b>                         |
|   | <b>Name:</b>                               |
|   | <b>Name(s) of joint Holder(s), if any:</b> |
|   | <b>Address:</b>                            |

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

**Notes:**

- Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.
- Members/Proxy holders desiring to attend the meeting are requested to bring their copy of Annual Report for reference at the Meeting.



|   |  |                                  |
|---|--|----------------------------------|
| <b>PROXY FORM</b>   | <b>MICROSEC FINANCIAL SERVICES LIMITED</b> | <b>FORM MGT-11</b>               |
| <p align="center"><b>Regd. Office:</b> Shivam Chambers, 1st Floor, 53 Syed Amir Ali Avenue, Kolkata – 700019, West Bengal, India, <b>CIN:</b> L65993WB1989PLC047002<br/> <b>Phone:</b> (033) 3051 2100, <b>Fax:</b> (033) 3051 2020, <b>E-mail:</b> info@microsec.in, <b>Website:</b> www.microsec.in</p> |  |                                  |
| <b>Folio/DP ID &amp; Client ID No.:</b>   | <b>E-mail ID :</b>                         |                                  |
| <b>Name of the member (s):</b>  |  |                                  |
| <b>Address:</b>   |  |                                  |
| I/We, being the member(s), holding.....shares of the above named company hereby appoint :   |  |                                  |
| (1) Name .....  | Address.....                               | Signature.....or failing him/her |
| (2) Name .....  | Address.....                               | Signature.....or failing him/her |
| (3) Name .....  | Address.....                               | Signature.....or failing him/her |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Tuesday, 27th September, 2016 at 3:00 p.m. at "Rotary Sadan", 94/2 Chowringhee Road, Kolkata-700020 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           | Resolutions  | Optional * |         |
|--------------------------|--|------------|---------|
|                          |  | For        | Against |
| <b>Ordinary Business</b> |  |            |         |
| 1.                       | Consider and adopt the Audited Financial Statement (both Standalone and Consolidated), Report of the Board of Directors and Auditors for the financial year ended 31st March, 2016 |            |         |
| 2.                       | Re-appointment of Mrs. Abha Mittal (DIN: 00519777), who retires by rotation  |            |         |
| 3.                       | Re-appointment of Auditors and fixing their remuneration   |            |         |
| <b>Special Business</b>  |  |            |         |
| 4.                       | Determination of fees to be charged for service of documents through a particular mode   |            |         |
| 5.                       | Change of Name of the Company  |            |         |

Signed this .....day of .....2016

Member's Folio /DP ID & Client ID No.....Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

**Note :** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.

\*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.