



MICROSEC FINANCIAL SERVICES LIMITED

Registered Office : 'Shivam Chambers'
53, Syed Amir Ali Avenue, 1st Floor, Kolkata - 700 019
Website : www.microsec.in, Email : investors@microsec.in

POSTAL BALLOT FORM

(To be returned to Scrutiniser appointed by the Company)

Serial No. :

1. Name and Registered Address of the sole/first named Member (in Block letters)
2. Name(s) of the joint Member(s), if any (in Block letters)
3. Registered Folio No./Client ID No. (applicable to investors holding shares in demat form)
4. No. of Shares held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the notice dated February 08, 2013 of the Company by sending my/our assent/dissent to the said resolutions by placing (✓) mark at the appropriate box below :

| Item No. | Description | No. of Shares | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|----------|---|---------------|-------------------------------------|--|
| 1. | Special Resolution for restructuring the business of the Company including approval under Section 61 of the Companies Act, 1956 | | | |
| 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 | | | |
| 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 | | | |

Place :

Date :

Signature of the Member(s)

ELECTRONIC VOTING PARTICULARS

| EVS (E-Voting Sequence Number) | USER ID | PASSWORD/ PIN | PAN/DEFAULT NUMBER |
|-----------------------------------|---------|---------------|--------------------|
| | | | |

- Notes :** (i) If the voting rights are exercised electronically, there is no need to use this form.
(ii) Please read carefully the instructions overleaf before exercising your vote.

P.T.O.

INSTRUCTIONS

Physical Voting

1. A Member desirous of exercising his/her vote by Postal Ballot send the complete Postal Ballot Form (in original as no other photo copy is thereof permitted to be used for the purpose) to the Scrutinizer in the attached prepaid self-addressed envelope. However forms send by the member through courier/registered post at the expense of the Registered Member to the address of the Scrutinizer will also be accepted.
2. The self-addressed envelope bears the name of the scrutinizer appointed by Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and failing him, by the next named Member and so on. In case, shares are held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorisation.
4. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot.
5. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the relevant column. The assent or dissent received in any other manner shall be considered invalid.
6. Duly completed Postal Ballot Forms should be received by the scrutinizer not later than the close of working hours i.e. 6:00 p.m. on Friday, March 15, 2013. Postal Ballot Forms received after this date will be treated as if no reply from the Member has been received.
7. The right of voting by Postal Ballot shall not be exercised by Proxy.
8. Incomplete, unsigned or incorrect or improperly tick (✓) marked Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
9. A Member may request a duplicate Postal Ballot Form as required. However the completed Postal Ballot Form should reach the Scrutinizer on the date and time mentioned above.
10. The Board of Directors of the Company has appointed Mr. Manoj Kumar Banthia, Practising Company Secretary as the person responsible for the entire Postal Ballot process.
11. The date of declaration of the result of the Postal Ballot shall be taken to be date of passing of the resolution.
12. Member are requested not to send any other papers or documents along with the form in the self addressed envelope as any extraneous papers will be destroyed by the Scrutinizer.
13. The scrutinizer's decision on the validity of the Postal Ballot Form will be final.

e-Voting

The Company is pleased to offer E-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows :

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on "Shareholders" tab to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - (EVSN) alongwith "Microsec Financial Services Limited". from the drop down menu and click on "SUBMIT"
- iv. Now, fill up the following details in the appropriate boxes :

| | |
|----------|--|
| User-ID | For Members holding shares in Demat Form : a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits Beneficial Owner ID For Members holding shares in Physical Form : • Folio Number registered with the Company |
| Password | Your Unique password is printed on the Postal Ballot Form |
| PAN* | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department |

*Members who have not updated their PAN with the Company / Depository Participant are requested to use 'DEFAULT NUMBER' in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. After selecting the resolution you have decided to vote on, 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.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizermkb@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or investors@microsec.in.
- xvii. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.