

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth Annual General Meeting (AGM) of the members of Microsec Financial Services Limited will be held on Wednesday, the 13th August, 2014 at 10.30 a.m. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata – 700 020, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ravi Kant Sharma, (holding DIN 00364066) who retires by rotation, and being eligible, seeks re-appointment.
3. To appoint auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM and to fix their remuneration, and 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 provision 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 recommendations of Audit Committee of the Board of Directors, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the next 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. Appointment of Mr. Parimal Kumar Chattaraj as an Independent Director

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Parimal Kumar Chattaraj (holding DIN 00893963), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2019, and whose office shall not be liable to retire by rotation."

5. Appointment of Mr. Deba Prasad Roy as an Independent Director

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement, Mr. Deba Prasad Roy (holding DIN 00049269), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2019, and whose office shall not be liable to retire by rotation."

6. Appointment of Mr. Raj Narain Bhardwaj as an Independent Director

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement, Mr. Raj Narain Bhardwaj (holding DIN 01571764), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2019, and whose office shall not be liable to retire by rotation."

NOTICE OF ANNUAL GENERAL MEETING

7. Transaction with Related Party u/s 188 of the Companies Act, 2013

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

“RESOLVED that pursuant to Clause 49 of the Listing Agreement as amended by Notification dated 17th April 2014 and Section 188 of the Companies Act, 2013 (Act), if applicable and other applicable provision of the Act, if any, consent of the Company be and is hereby accorded for continuation of the following existing related party transaction(s) between the Company and its wholly owned subsidiary as per the terms and conditions specified in the respective contracts :

Name of Related Party	Nature of transaction(s)
Microsec Capital Limited	Rendering of Corporate Advisory Services

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds and things or take such steps or actions which they may deem necessary in this respect.”

Registered Office :

Shivam Chambers, 1st Floor,
53 Syed Amir Ali Avenue
Kolkata - 700 019
Date: 19th May, 2014
CIN : L65993WB1989PLC047002

By Order of the Board
Microsec Financial Services Limited

Biplab Kumar Mani
Company Secretary

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses 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 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. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 6th August, 2014 to Wednesday, the 13th August, 2014 (both days inclusive).
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
7. Additional details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of the notice. The Directors have furnished the requisite consents and declarations for their appointment/re-appointment.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Registrar for assistance in this regard.
9. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
10. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. Members/proxies should bring the duly filled attendance slip, attached herewith to attend the AGM.
12. 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.
13. 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.

NOTICE OF ANNUAL GENERAL MEETING

14. 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.
15. Electronic copy of the Annual Report for 2014 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 2014 are being sent in the permitted mode.
16. Electronic copy of the Notice of the 25th 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. For members who have not registered their email address, physical copies of the Notice of the 25th 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 in the permitted mode.
17. Members may also note that the Notice of the 25th AGM and the Annual Report 2014 will also be available on the Company's website www.microsec.in for their download. The physical copy of the aforesaid documents will also be available at the Registered Office of the Company for inspection by members during normal business hours 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, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@microsec.in
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 shares are held in certificate form and with the Depositories in case of shares held in demat form.
19. Members are requested to intimate immediately, any change in their address or bank mandate to their depository participants with whom they are maintaining their demat account or to the Registrar, if the shares are held by them in certificate form.
20. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
21. The e-voting period commences on Thursday, 7th August, 2014 (10.00 am) and ends on Saturday, 9th August, 2014 (6.00 pm), both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 30th June, 2014, may cast their vote electronically.
22. Mr. Manoj Kumar Banthia, Company Secretary in Practice (Membership No. 11470 & CP No. 7596) of M/s MKB and Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.microsec.in and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
24. 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 (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Parimal Kumar Chattaraj is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 2nd April, 2007. Mr. Chattaraj is Chairman of the Audit Committee and Remuneration and Compensation Committee and a member of the Shareholders/Investors' Grievance and Share Transfer Committee of the Board of Directors of the Company.

Mr. Chattaraj does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Mr. Chattaraj has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Chattaraj being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director upto 31st March, 2019. A notice has been received from a member proposing Mr. Chattaraj as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Chattaraj fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Chattaraj as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chattaraj as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Chattaraj as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Chattaraj, being an appointee, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5

Mr. Deba Prasad Roy is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 12th October, 2010. Mr. Roy is a member of the Audit Committee and Remuneration and Compensation Committee of the Board of Directors of the Company.

Mr. Roy does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Mr. Roy has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Roy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director upto 31st March, 2019. A notice has been received from a member proposing Mr. Roy as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Roy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Roy as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Roy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Roy as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Roy, being an appointee, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

NOTICE OF ANNUAL GENERAL MEETING

Item No. 6

Mr. Raj Narain Bhardwaj is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 5th September, 2009. Mr. Bhardwaj is the Chairman of the Shareholders/Investors' Grievance and Share Transfer Committee and a member of the Audit Committee and Remuneration and Compensation Committee, of the Board of Directors of the Company.

Mr. Bhardwaj does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Mr. Bhardwaj has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Bhardwaj being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director upto 31st March, 2019. A notice has been received from a member proposing Mr. Bhardwaj as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Bhardwaj fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Bhardwaj as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhardwaj as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bhardwaj as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Bhardwaj, being an appointee, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No 6.

Item No. 7

Microsec Capital Limited (MCap), the wholly owned subsidiary of Microsec Financial Services Limited (MFSL or the Company) is engaged in the business of Stock Broking, Depository Participant and Investment Banking. The Company interalia renders corporate advisory services to several bodies corporate. Accordingly, MCap and MFSL entered into a contract for provision of Corporate Advisory services by MFSL to MCap on 3rd April, 2013 in terms of authority granted by the Board at its meeting held on 8th February, 2013. The said contract shall terminate on 2nd April, 2018.

The transactions between the holding company and its wholly owned subsidiaries would be related party transactions in view of the provisions of Section 188 read with 2(76) of the Companies Act, 2013 as well as clause 49 of the listing agreement. Such transaction being existing transaction shall not require fresh compliance of Section 188 of the Companies Act, 2013. However, in terms of revised clause 49 of the Listing agreement, all existing material related party contracts or arrangements shall be approved by the shareholders of the Company. Considering the aggregate value of the transactions between the company and its wholly owned subsidiary, in terms of the said revised clause 49 of the listing agreement as well the provisions of Companies Act, 2013, if applicable, the consent of the members is hereby sought by way of proposed special resolution(s) as mentioned in Item No 7.

As required under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 the Members are hereby informed that Microsec Capital Limited, a wholly owned subsidiary of the Company has engaged MFSL for providing Corporate Advisory in the field of Financial and Strategy Planning, Compliance matters with Statutory Authorities and Exchanges, Fund Planning, Receivable Management, formulation and updation of the Internal Controls, etc. and other services which may be agreed upon between the parties from time to time. The consideration for the above services shall be Rs. 2 crores per annum plus service tax, as applicable. The said contract shall terminate on 2nd April, 2018. Mr. Banwari Lal Mittal, Mr. Ravi Kant Sharma and Mr. Parimal Kumar Chattaraj, the Directors of the Company are also on the Board of MCap.

Members are hereby informed pursuant to second proviso of Section 188(1) of the Act as well as the listing agreement, that no member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

NOTICE OF ANNUAL GENERAL MEETING

None of the Directors or key managerial personnels of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. Mr. B L Mittal, Mr. P K Chattaraj and Mr. R K Sharma, Directors of the company are concerned or interested in Microsec Capital Limited, as Directors of the said Company.

The Board recommends the approval of the above special resolution.

Registered Office :

Shivam Chambers, 1st Floor,
53 Syed Amir Ali Avenue
Kolkata - 700 019
Date: 19th May, 2014
CIN : L65993WB1989PLC047002

By Order of the Board
Microsec Financial Services Limited

Biplab Kumar Mani
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE(S) :

Name	Mr. Ravi Kant Sharma	Mr. Parimal Kumar Chattaraj	Mr. Deba Prasad Roy	Mr. Raj Narain Bhardwaj
Date of Birth	10th November , 1974	29th September, 1945	26th November, 1941	8th May, 1945
Date of appointment	30th May, 2005	2nd April, 2007	12th October, 2010	5th September, 2009
Qualification	B.Com, FCA	BSc, PGDM, LL.B.	MSc, CAIIB and Fellow Indian Council of Arbitration (FICA)	Post graduate degree in economics from the Delhi School of Economics and a Diploma in Industrial Relations and Personnel Management from Punjabi University, Patiala.
Expertise in specific functional area	Mr R. K. Sharma is the co-founder of the Microsec Group and is associated with it since 1999. He has an experience of more than 16 years in wealth management and capital market operations.	Mr. P. K. Chattaraj has more than 3 decades of experience in the field on finance, human resource and strategic management. He has served large public sector companies and MNCs. He was a part of Aditya Birla Group for 17 Years. He is proprietor & founder of a management consultancy firm namely Vertex Consulting, having strong client base in India & abroad. He provides wide range of management consultancy services, that provide support to CEO/Top management of the organization to ensure appropriate direction to business strategy, building strong team with leadership at all level & carry out various innovative initiatives that strengthen business & people process.	Mr D. P. Roy has over 38 years of experience in corporate, international and investment banking sectors. He is on the advisory committee of Central Bank of India and currently engaged as an arbitrator in various arbitration proceedings in NSE, MCX and ICA. He was previously associated with State Bank of India and has held senior and managerial posts such as deputy managing director and group executive (international banking), president and chief executive officer (New York) and country manager (USA) and manager of SBI London. Mr. Roy is ex-chairman of SBI Capital Markets Limited.	Mr. R. N. Bhardwaj served as the Chairman as well as Managing Director of Life Insurance Corporation of India (LIC) and has also served as Member of Securities Appellate Tribunal (SAT). Mr. Bhardwaj has more than 38 years of experience in the fields of Economics, Finance, Investments, Portfolio Management, Human Resource Management and Securities Market. Presently he is on the Board of various companies as Independent Director and provides Management Consultancy to various corporates.

NOTICE OF ANNUAL GENERAL MEETING

Name	Mr. Ravi Kant Sharma	Mr. Parimal Kumar Chattaraj	Mr. Deba Prasad Roy	Mr. Raj Narain Bhardwaj
List of outside Directorships held excluding Alternate Directorship.	1. Microsec Capital Limited 2. Microsec Technologies Limited 3. Microsec Commerze Limited 4. Microsec Insurance Brokers Limited 5. PRP Technologies Limited 6. Microsec Resources Private Limited	1. Microsec Capital Limited 2. Microsec Technologies Limited 3. Microsec Commerze Limited 4. Microsec Insurance Brokers Limited 5. PRP Technologies Limited 6. Microsec Resources Private Limited	1. ITD Cementation India Limited 2. Escorts Investment Trust Limited 3. ICRA Management Consulting Services Limited 4. Singhi Advisors Pvt. Ltd. 5. Landmark Capital Advisors Private Limited	1. Jaiprakash Associates Limited 2. Dhunseri Petrochem & Tea Limited 3. Jaypee Infratech Limited 4. Jaiprakash Power Ventures Limited 5. Amtek Auto Limited 6. Rupa & Company Limited 7. Reliance Communications Limited 8. Quadria Investment Management Pvt. Ltd. 9. Religare Invesco Trustee Company Private Limited 10. Invent Asset Securitization and Reconstruction Private Limited 11. Samvridhi Advisors Private Limited 12. Singhi Advisors Pvt. Ltd. 13. Milestone Capital Advisors Limited 14. IL&FS Milestone Realty Advisors Private Limited 15. Reliance Infratel Limited 16. SBI Life Insurance Company Limited 17. Landmark Capital Advisors Pvt. Ltd.
Membership/ Chairmanship of *Committees of the Board of Directors of the Company	Member of the Audit Committee	Chairman of the Audit Committee Member of the Shareholders'/Investors' Grievance and Share Transfer Committee	Member of the Audit Committee	Member of the Audit Committee Chairman of the Shareholders'/Investors' Grievance and Share Transfer Committee

NOTICE OF ANNUAL GENERAL MEETING

Name	Mr. Ravi Kant Sharma	Mr. Parimal Kumar Chattaraj	Mr. Deba Prasad Roy	Mr. Raj Narain Bhardwaj
Chairman/Member of the *Committees of the Board of Directors of other companies in which he/she is a Director	NIL	NIL	Member of the Audit Committee: 1. ICRA Management Consulting Services Limited 2. ITD Cementation India Limited	Chairman of the Audit Committee of : 1. Jaiprakash Associates Limited 2. Religare Invesco Trustee Company Private Limited 3. Invent Asset Securitization and Reconstruction Private Limited Member of the Audit Committee of : 1. Milestone Capital Advisors Limited 2. Reliance Infratel Limited 3. Jaiprakash Power Ventures Limited 4. SBI Life Insurance Company Limited 5. Rupa & Company Limited 6. Reliance Communications Limited Member of Shareholders'/ Investors' Grievance Committee of : 1. Reliance Infratel Limited 2. SBI Life Insurance Company Limited 3. Reliance Communications Limited
Number of shares held in the Company	9,23,893	NIL	NIL	NIL
Inter-se relations with any director of the Company	No	No	No	No

Note :

*Pursuant to Clause 49 of the Listing Agreement, only two committees viz. Audit Committee and Shareholders'/Investors' Grievance Committee have been considered.

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

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I hereby record my presence at the Annual General Meeting of the above named Company held at Rotary Sadan, 94/2, Chowringee Road, Kolkata - 700 020 on Wednesday, 13th August, 2014 at 10.30 a.m.

Name of the Member/Proxy

Folio No.

Sequence No.

DP ID No.

Client ID No.

.....

Signature of the Member/Proxy
(To be signed at the time of handing over this slip)

Members/Proxies, who come to attend the meeting are requested to bring their copies of the Annual Report with them.

MICROSEC FINANCIAL SERVICES LIMITED

CIN: L65993WB1989PLC047002

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Form No. MGT- 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client ID: DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name: Address

E-mail Id: Signature, or failing him/her;

2. Name: Address

E-mail Id: Signature, or failing him/her;

3. Name: Address

E-mail Id: Signature

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, 13th August, 2014 at 10.30 a.m. at the "Rotary Sadan", 94/2, Chowringee Road, Kolkata – 700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional	
	For	Against
1. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		

Resolutions	Optional	
	For	Against
Ordinary Business		
2. Re-appointment of Mr. Ravi Kant Sharma who retires by rotation		
3. Appointment of Auditors and fixing their remuneration		
Special Business		
4. Appointment of Mr. Parimal Kumar Chattaraj as an Independent Director		
5. Appointment of Mr. Deba Prasad Roy as an Independent Director		
6. Appointment of Mr. Raj Narain Bhardwaj as an Independent Director		
7. Transaction with Related Party u/s 188 of the Companies Act, 2013		

Signed this..... day of 2014

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.

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

Folio No./DP Id./Client Id:

Name :

Address :

Joint Holder(s):

No. of Shares held:

Dear Shareholder,

Sub : **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Microsec Financial Services Limited ("MFSL" or "the Company") is offering e-voting facility to its Shareholders in respect of the businesses to be transacted at the 25th Annual General Meeting scheduled to be held on Wednesday, 13th August, 2014 at 10.30 a.m.

The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) as the Authorised Agency to provide e-voting facilities. The e-voting particulars are set out below :

EVSN (E-voting Sequence Number)	8 digit Sequence Number (Members who have not registered their PAN with Depository, may use this number)
140711008	

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

Commencement of e-voting : From 10.00 a.m. (IST) on 7th August, 2014

End of e-voting : Upto 6.00 p.m. (IST) on 9th August, 2014

The cut-off date for the purpose of e-voting is 30th June, 2014.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 19th May, 2014 for the Annual General Meeting scheduled to be held on 13th August, 2014. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.microsec.in

By Order of the Board
Microsec Financial Services Limited

Kolkata, 19th May, 2014

CS Biplab Kumar Mani
Company Secretary

INSTRUCTIONS

I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "MICROSEC FINANCIAL SERVICES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) However, if you are a first time user, please follow the steps given below and fill up the following details in the appropriate boxes :

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name followed by 8 digits sequence number (prefixing zeros) mentioned overleaf e.g. If your name is PRABHAT KUMAR and sequence number 78945612 then enter PR78945612 in the PAN Field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter DP Id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then reach directly 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.
 - (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 Notice.
 - (xi) Click on the EVSN for the relevant <MICROSEC FINANCIAL SERVICES LIMITED> on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and 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.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and then image verification code and then click on Forgot Password and enter the details as prompted by the system.
 - (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - (xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. Mr. Manoj Kumar Banthia, Company Secretary in Practice (Membership No. 11470 & CP No. 7596) of M/s. MKB & Associates, 5th Floor, Room No. 511, Shantiniketan, 8 Camac Street, Kolkata - 700017 has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - III. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - IV. The Results on resolutions shall be declared on or after the Annual General Meeting and the resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite numbers of votes in favour of the Resolutions.
 - V. The Results declared alongwith the Scrutinizer's report (s) shall be placed in the Company's website www.microsec.in and on the website of CDSL within two days of passing of the resolution at the Annual General Meeting of the Company. The results will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.