

**Quarterly Compliance Report on Corporate Governance under Clause
49 of the Listing Agreement**

Name of the Company: Microsec Financial Services Limited

Quarter ending on: 31st March, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	-
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	-
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	-
D) Code of Conduct	49 (ID)	Yes	The Company is following the Code of Conduct and the same shall be duly affirmed by the CEO in the next Annual Report of the Company for the Year 2010-11.
II. Audit Committee	49 (II)		-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Compliance with Clause 49 (IIA) (iv) will be carried out at the ensuing AGM.
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 II(D)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	Yes	-
IV. Disclosures	49 (IV)		-
(A) Basis of Related Party Transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	NA	It shall be duly disclosed in the Corporate Governance Report, wherever the treatment is different

			from Accounting Standards.
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues, etc.	49 (IV D)	Yes	Will form part of the Quarterly Results.
(E) Remuneration of Directors	49 (IV E)	Yes	The company got listed on 5 th October, 2010. Shall form part of the Annual Report for the year 2010-11.
(F) Management	49 (IV F)	No	The company got listed on 5 th October, 2010. Shall form part of the Annual Report for the year 2010-11
(G) Shareholders	49 (IV G)	Yes	The company got listed on 5 th October, 2010. Compliance with 49(IVG)(ia) shall be carried out in the Annual Report for the year 2010-11
V.CEO/CFO Certification	49 (V)	No	The company got listed on 5 th October, 2010. Shall form part of the Annual Report for the year 2010-11
VI. Report on Corporate Governance	49 (VI)	No	The company got listed on 5 th October, 2010. Shall form part of the Annual Report for the year 2010-11
VII. Compliance	49 (VII)	No	The company got listed on 5 th October, 2010. Shall form part of the Annual Report for the year 2010-11