



**SCRUTINIZER'S REPORT**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies  
(Management and Administration) Rules, 2014]*

To  
The Chairman  
Microsec Financial Services Limited  
Kolkata

**E-voting at the 25<sup>th</sup> Annual General Meeting of Microsec Financial Services Limited to be held on  
13<sup>th</sup> August, 2014 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020**

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Microsec Financial Services Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 25<sup>th</sup> Annual General Meeting of the Company, do hereby submit my report as follows;

1. The e-voting services were provided by Central Depository Securities Limited (CDSL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Monday, 30<sup>th</sup> June, 2014.
3. The period for e-voting had begun at 10.00 a.m. on Thursday, 7<sup>th</sup> August, 2014 and ended at 6.00 p.m. on Saturday, 9<sup>th</sup> August, 2014.
4. The votes cast were unblocked on Monday, 11<sup>th</sup> August, 2014 at 11.00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Ms. Swetha Vijayakumar, who are not in the employment of the Company.
5. Based on the reports generated from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com), the results of e-voting are as under; percentages have been taken up to two decimals.





**Ordinary Businesses:**

**Item no. 1 – Ordinary Resolution** to receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors of the Company thereon.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	24709878	99.99%	77.68%
Voted against the resolution	5	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 2 – Ordinary Resolution** to appoint a director in place of Mr. Ravi Kant Sharma, (holding DIN 00364066) who retires by rotation, and being eligible, seeks re-appointment.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	24709878	99.99%	77.68%
Voted against the resolution	5	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 3 – Ordinary Resolution** to appoint Auditors M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors considering the recommendations of the Audit Committee.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	24709878	99.99%	77.68%
Voted against the resolution	5	00.00%	00.00%
Invalid votes	Nil	Nil	Nil





**Special Businesses:**

**Item no. 4 – Ordinary Resolution** to appoint Shri Parimal Kumar Chattaraj, Director of the Company (holding DIN 00893963) who retires by rotation at the Annual General Meeting, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not be henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	24709878	99.99%	77.68%
Voted against the resolution	5	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

**Item no. 5 – Ordinary Resolution Ordinary Resolution** to appoint Shri Deba Prasad Roy, Director of the Company (holding DIN 00049269) who retires by rotation at the Annual General Meeting, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	24709838	99.99%	77.68%
Voted against the resolution	45	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

**Item no. 6 – Ordinary Resolution** to appoint Shri Raj Narain Bhardwaj, Director of the Company (holding DIN 01571764) who retires by rotation at the Annual General Meeting, as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019 and who shall not be henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	24709838	99.99%	77.68%
Voted against the resolution	45	00.00%	00.00%
Invalid votes	Nil	Nil	Nil







**Manoj Kumar Banthia**  
Company Secretary

**MKB & Associates**

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017  
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

Item no. 7 – **Special Resolution** to continue with existing related party transaction(s) between the Company and its wholly owned subsidiaries as per terms and conditions specified in the respective contracts

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	807522	99.97%	2.54%
Voted against the resolution	279	0.03%	00.00%
Invalid votes	Nil	Nil	Nil

(Related Parties have not cast vote on this Resolution)


Thanking You,



Yours Faithfully  
Manoj Kumar Banthia  
Company Secretary  
Membership No.: 11470  
COP No.: 7596

Date: August 11, 2014  
Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) in our presence on Monday, August 11, 2014.

  
Name: Saheb Ali  
Address: M/s MKB & Associates  
Shantiniketan Building,  
8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata – 700017

  
Name: Swetha Vijayakumar  
Address: M/s MKB & Associates  
Shantiniketan Building,  
8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata – 700017