

Quarterly Compliance Report on Corporate Governance

Name of the Company: Microsec Financial Services Limited

Quarter ending on: 30th June, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	Compliance affirmed for the year 2014-15 and declaration by CEO duly incorporated in the Annual Report for the year 2014-15.
(F) Whistle Blower Policy	49 (IIF)	Yes	-
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Compliance with Clause 49(IIIA)(4) will be carried out at the ensuing AGM.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	Yes	-

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(B) Disclosure of Accounting Treatment	49 (VIIB)	Yes	It shall be duly disclosed, wherever the treatment is different from Accounting Standards.
(C) Remuneration of Directors	49 (VIIC)	Yes	Disclosed in the Annual Report for the year 2014-15.
(D) Management	49 (VIID)	Yes	Forms part of the Annual Report for the year 2014-15.
(E) Shareholders	49 (VIIE)	Yes	Forms part of the Annual Report for the year 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	Yes	Complied in respect of financial year 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	Forms part of the Annual Report for the year 2014-15.
XI. Compliance	49 (XI)	Yes	Sub-clause (1) – Forms part of the Annual Report for the year 2014-15. Sub-clause (2) – Non-mandatory. Disclosure made in the Annual Report for the year 2014-15.

For Microsec Financial Services Limited

Biplab Kumar Mani
Company Secretary & Compliance Officer