

8th February, 2013

Microsec Financial Services Limited

Azimganj House, 2nd Floor
7, Camac Street, Kolkata - 700 017, India
Tel: 91 33 2282 9330, Fax: 91 33 2282 9335
E-mail: info@microsec.in, www.microsec.in



To:
The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai - 400 001

✓ Manager - Listing
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai - 400 051

Sub: Outcome of Board Meeting of Microsec Financial Services Limited held today, the 8th February, 2013

Ref: Scrip Code at BSE: 533259 and NSE: MICROSEC

Dear Sir/ Madam,

This is to inform that, the Board of Directors of the Company, at its meeting held today, the 8th February, 2013 considered and approved *inter alia*,

1. The Unaudited Financial Results (Consolidated and Standalone) of the Company for the third quarter and nine months ending 31st December, 2012
2. Resolutions and items contained in the Notice for seeking approval of members by way of Special Resolutions through postal ballot for :
 - a. A Proposal for restructuring the businesses of the Company which *inter alia* includes
 - (i) Consolidation of holdings within the Microsec group and bringing all the group companies under one umbrella. The Company through its subsidiaries is holding 12,50,000 Equity Shares which comprises 49.02% stake in Myjoy Fun & Food Private Limited ("Myjoy") and further the Company has also subscribed 36,50,400 nos. Compulsorily Convertible Unsecured Debentures of Myjoy. It was therefore proposed to acquire controlling stake and hold with Microsec group 100% stake in Myjoy, presently an associate of the Company. The proposed restructuring also envisages making of investments in other Group companies in a phased manner. The holding of 100% stake in Myjoy by the Microsec group shall also give control over the subsidiary companies and Limited Liability Partnership (LLP) of Myjoy Through such acquisition of control of Myjoy, the Microsec group going forward shall also have two growth oriented business -

Sastasundar.com

This portal shall be launched in e-commerce space for high quality health care at low cost.

Foreseegame.com

This portal shall be launched in the field of gaming as game of prediction through skill.



Registered Office:

Shivam Chambers, 1st Floor, 53, Syed Amir Ali Avenue, Kolkata - 700 019, Tel: 91 33 3051 2100, Fax: 91 33 3051 2020

- (ii) Consequent upon implementation of the restructuring proposal make the Company a Core Investment Company as defined under the regulations and guidelines of Reserve Bank of India, if so required.
- b. Amendment to the Other Object Clause of the Memorandum of Association of the Company by inserting a new clause 30 after existing clause 29 as follows:
- "To establish and carry on the business of White Label ATM networks in terms of Payment and Settlement Systems Act, 2007, independently or in association with other services providers as a joint venture or otherwise."*
- c. Commencement of new business as per provisions of Section 149(2A) of the Companies Act, 1956 as mentioned above in Other Objects Clause of the Memorandum of Association of the Company.

The Limited Review Report and the Unaudited Consolidated and Standalone financial results of the Company for the third quarter and nine months ending 31st December, 2012 are enclosed herewith.

Kindly take note of the above and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Microsec Financial Services Limited**



Biplab Kumar Mani

Company Secretary & Compliance Officer



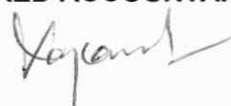
**Limited Review Report to
The Board of Directors of
Microsec Financial Services Limited**

1. We have reviewed the accompanying statement of unaudited financial results of Microsec Financial Services Limited ('the Company') for the quarter ended December 31, 2012 (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from the disclosures made by the management which have not been reviewed by us. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial results based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.




For S.R. BATLIBOI & CO.

**Firm Registration No. 301003E
CHARTERED ACCOUNTANTS**



Place : Kolkata

Date : February 08, 2013

Per R.K.AGRAWAL
Partner

Membership No.16667

Microsec Financial Services Limited

Regd. Office : 1st Floor, Shivam Chambers, 53, Syed Amir Ali Avenue, Kolkata - 700 019



Part - I

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012

(Rs. in Lacs except for EPS)

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 INCOME FROM OPERATIONS						
(a) Income from Operations	1,181.60	1,256.51	1,233.51	3,557.42	3,950.07	5,266.75
(b) Other Operating Income	-	-	-	-	-	-
Total Income from Operations (Net)	1,181.60	1,256.51	1,233.51	3,557.42	3,950.07	5,266.75
2 EXPENSES						
(a) Employees Benefits Expense	377.52	397.13	413.23	1,186.93	1,329.94	1,742.37
(b) Depreciation and Amortization expense	41.99	43.38	66.55	126.85	187.89	603.25
(c) Irrecoverable debts / advances written off	162.45	1.81	0.42	164.81	6.44	16.46
(d) Other Expenditure	303.17	302.61	294.62	845.59	894.74	1,137.30
Total Expenses	885.13	744.93	774.82	2,324.18	2,419.01	3,499.38
3 Profit from Operations before other income, finance costs (1 - 2)	296.47	511.58	458.69	1,233.24	1,531.06	1,767.37
4 Other Income	64.28	57.54	118.34	180.85	472.87	515.88
5 Profit before finance costs (3 + 4)	360.75	569.12	577.03	1,414.09	2,003.93	2,283.25
6 Finance Costs	38.68	29.19	3.26	83.95	16.60	51.97
7 Profit before tax (5 - 6)	322.07	539.93	573.77	1,330.14	1,987.33	2,231.28
8 Tax Expense						
(a) Current Tax	32.77	147.43	169.50	324.00	572.22	774.68
(b) Deferred Tax	19.19	13.15	5.84	47.13	31.72	(49.27)
(c) Excess provision for taxation no longer required written back	-	-	(6.57)	-	(18.51)	(18.51)
9 Net Profit after tax (7 - 8)	270.11	379.35	405.00	959.01	1,401.90	1,524.38
10 Share of Loss of Associate	16.74	29.18	37.89	59.80	54.44	120.63
11 Net Profit after taxes and share of loss of Associate	253.37	350.17	367.11	899.21	1,347.46	1,403.75
12 Paid up Equity Share Capital (Face Value per share Rs.10)	3,181.05	3,181.05	3,181.05	3,181.05	3,181.05	3,181.05
13 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year						23,645.44
14 Earnings per share (Basic and Diluted)	0.85*	1.19*	1.15*	3.01*	4.24*	4.79

* Not annualised

Part - II

SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
A PARTICULARS OF SHAREHOLDING						
1 Public Shareholding						
- Number of Shares	11,470,621	11,976,700	12,548,261	11,470,621	12,548,261	12,362,426
- Percentage of Shareholding	36.06%	37.65%	39.45%	36.06%	39.45%	38.86%
2 Promoters and Promoter Group Shareholding						
a) Pledged/Encumbered						
Number of Shares	Nil	Nil	Nil	Nil	Nil	Nil
Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil	Nil
Percentage of Shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil	Nil	Nil
b) Non-encumbered						
Number of Shares	20,339,879	19,833,800	19,262,239	20,339,879	19,262,239	19,448,074
Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Percentage of Shares (as a % of the total share capital of the Company)	63.94%	62.35%	60.55%	63.94%	60.55%	61.14%

Particulars	3 months ended 31-Dec-12
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	Nil
Received during the quarter	Nil
Disposed of during the quarter	Nil
Remaining unresolved at the end of the quarter	Nil

Standalone financial results are summarised below and also available on the Company's website: www.microsec.in

(Rs. in Lacs)

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Gross Revenue	510.25	459.79	606.42	1,421.93	1,660.73	2,289.45
Profit before Tax	290.40	361.72	501.83	1,042.78	1,396.28	1,581.88
Profit after Tax	249.94	246.75	335.97	761.22	963.93	1,091.23



(Rs. in Lacs)

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 Segment Revenue						
(a) Financing and Investment	508.72	499.48	636.59	1,501.33	1,743.12	2,385.09
(b) Investment Banking and Related Services	114.11	132.23	55.82	354.25	335.20	403.24
(c) Brokerage (Equity, Commodity and Currency including Depository Services) and related services	519.07	565.18	493.18	1,545.32	1,624.52	2,171.69
(d) Wealth Management, Insurance Broking, Financial Planning, Distribution and related services	39.70	59.62	47.92	156.52	247.23	306.73
Total	1,181.60	1,256.51	1,233.51	3,557.42	3,950.07	5,266.75
Less : Inter Segment Revenue	-	-	-	-	-	-
Income from Operations	1,181.60	1,256.51	1,233.51	3,557.42	3,950.07	5,266.75
2 Segment Results						
Profit before Finance Costs and Tax						
(a) Financing and Investment	300.68	414.17	542.84	1,158.95	1,495.51	1,833.40
(b) Investment Banking and Related Services	(47.91)	19.69	(71.08)	(53.91)	(106.29)	(184.54)
(c) Brokerage (Equity, Commodity and Currency including Depository Services) and related services	33.51	61.83	29.50	99.81	148.84	184.81
(d) Wealth Management, Insurance Broking, Financial Planning, Distribution and related services	(9.18)	11.01	(2.79)	12.35	77.65	83.56
Total	277.10	506.70	498.47	1,217.20	1,615.71	1,917.23
Less:						
Finance Costs (Refer note 1)	1.44	2.74	3.27	11.33	16.64	19.60
Other unallocable expenditure net of unallocable income	(46.41)	(35.97)	(78.57)	(124.27)	(388.26)	(333.65)
Profit before tax	322.07	539.93	573.77	1,330.14	1,987.33	2,231.28
3 Capital Employed						
(Segment Assets - Segment Liabilities)						
(a) Financing and Investment	16,314.57	19,808.55	22,169.35	16,314.57	22,169.35	19,357.37
(b) Investment Banking and Related Services	1,399.48	1,429.98	1,276.93	1,399.48	1,276.93	1,323.93
(c) Brokerage (Equity, Commodity and Currency including Depository Services) and related services	1,929.90	682.97	439.50	1,929.90	439.50	897.89
(d) Wealth Management, Insurance Broking, Financial Planning, Distribution and related services	159.74	188.02	1,292.78	159.74	1,292.78	139.33
(e) Unallocated	7,938.75	5,362.81	1,961.35	7,938.75	1,961.35	5,107.97
Total	27,742.44	27,472.33	27,139.91	27,742.44	27,139.91	26,826.49

Notes :

1. Finance Costs pertaining to the segments having operations which are primarily of financial nature has been considered as part of segment results and not disclosed separately.

2 (i) Business Segments :

The Company has identified the following as business segments :

- (a) Financing and Investment - consists of financing of loans and investments in shares and securities.
- (b) Investment Banking and Related Services - consists of financial consultancy, professional fees and debt syndication.
- (c) Brokerage (Equity, Commodities and Currency including Depository Services) and related services - consists of brokerage and related services.
- (d) Wealth Management, Insurance Broking, Financial Planning, Distribution and related services - consists of Brokerage from insurance activities, distribution and financial planning services.

(ii) Geographical Segments : The Company operates in only one geographical segment i.e. "within India" and no separate information for geographical segment has been given.



Notes:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 8th February, 2013.
2. The Statutory Auditors have carried out the "Limited Review" of the results of the Stand -alone Company for the quarter ended 31st December, 2012.
3. Figures for the previous periods have been regrouped/ rearranged where necessary.

Place: Kolkata
Date: 8th February, 2013



For Microsec Financial Services Limited



A handwritten signature in black ink, appearing to read "B. L. Mittal".

B.L.Mittal
Chairman cum Managing Director

Microsec Financial Services Limited

Regd. Office : 1st Floor, Shivam Chambers, 53, Syed Amir Ali Avenue, Kolkata - 700 019



Part - I

STATEMENT OF STANDALONE UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS PERIOD ENDED 31ST DECEMBER, 2012

(Rs. In Lacs except for EPS)

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 INCOME FROM OPERATIONS						
(a) Income from Operations	501.75	458.28	604.36	1,410.46	1,656.00	2,282.19
(b) Other Operating Income	-	-	-	-	-	-
Total Income from Operations (Net)	501.75	458.28	604.36	1,410.46	1,656.00	2,282.19
2 EXPENSES						
(a) Employees Benefits Expense	50.90	49.10	28.10	132.66	68.40	101.92
(b) Depreciation and amortization expense	9.77	9.75	23.33	29.01	69.55	441.36
(c) Advertisement and Publicity	1.41	3.15	15.50	5.87	21.34	34.73
(d) Loss on sale of non-current non-trade investments (net)	-	-	11.46	-	33.59	-
(e) Irrecoverable debts / advances written off	136.68	-	-	136.68	-	-
(f) Other Expenditure	20.85	31.35	26.20	69.74	71.57	129.24
Total Expenses	219.61	93.35	104.59	373.96	264.45	707.25
3 Profit from Operations before Other Income, finance costs (1 - 2)	282.14	364.93	499.77	1,036.50	1,391.55	1,574.94
4 Other Income	8.50	1.51	2.06	11.47	4.73	7.26
5 Profit before finance costs (3 + 4)	290.64	366.44	501.83	1,047.97	1,396.28	1,582.20
6 Finance Costs	0.24	4.72	-	5.19	-	0.32
7 Profit before tax (5 - 6)	290.40	361.72	501.83	1,042.78	1,396.28	1,581.88
8 Tax Expense						
(a) Current Tax	33.88	111.05	165.11	266.86	440.49	612.07
(b) Deferred Tax	6.58	3.92	0.75	14.70	3.80	(109.48)
(c) Excess provision for taxation no longer required written back	-	-	-	-	(11.94)	(11.94)
9 Net Profit after tax (7 - 8)	249.94	246.75	335.97	761.22	963.93	1,091.23
10 Paid up Equity Share Capital (Face Value per share Rs.10)	3,181.05	3,181.05	3,181.05	3,181.05	3,181.05	3,181.05
11 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year						18,296.50
12 Earnings per share (Basic and Diluted)	0.79*	0.78*	1.06*	2.39*	3.03*	3.43

* Not annualised

Part - II

SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
A PARTICULARS OF SHAREHOLDING						
1 Public Shareholding						
- Number of Shares	11,470,621	11,976,700	12,548,261	11,470,621	12,548,261	12,362,426
- Percentage of Shareholding	36.06%	37.65%	39.45%	36.06%	39.45%	38.86%
2 Promoters and Promoter Group Shareholding						
a) Pledged/Encumbered						
Number of Shares	Nil	Nil	Nil	Nil	Nil	Nil
Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil	Nil
Percentage of Shares (as a % of the total share capital of the company)	Nil	Nil	Nil	Nil	Nil	Nil
b) Non-encumbered						
Number of Shares	20,339,879	19,833,800	19,262,239	20,339,879	19,262,239	19,448,074
Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Percentage of Shares (as a % of the total share capital of the company)	63.94%	62.35%	60.55%	63.94%	60.55%	61.14%



	Particulars	3 months ended 31-Dec-12
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil

UNAUDITED STANDALONE SEGMENT REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012

(Rs. in Lacs)

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 Segment Revenue						
(a) Financing and Investment	501.75	458.28	604.36	1,410.46	1,656.00	2,277.99
(b) Investment Banking and Related Services	-	-	-	-	-	4.20
Total	501.75	458.28	604.36	1,410.46	1,656.00	2,282.19
Less : Inter Segment Revenue	-	-	-	-	-	-
Income from Operations	501.75	458.28	604.36	1,410.46	1,656.00	2,282.19
2 Segment Results						
Profit before Finance Cost and Tax						
(a) Financing and Investment	294.12	373.18	513.20	1,069.03	1,431.29	1,630.93
(b) Investment Banking and Related Services	-	-	-	-	-	3.83
Total	294.12	373.18	513.20	1,069.03	1,431.29	1,634.76
Less:						
Finance Cost	0.24	-	-	0.47	-	0.32
Other unallocable expenditure net of unallocable income	3.48	11.46	11.37	25.78	35.01	52.56
Profit before tax	290.40	361.72	501.83	1,042.78	1,396.28	1,581.88
3 Capital Employed						
(Segment Assets - Segment Liabilities)						
(a) Financing and Investment	14,583.38	17,834.14	17,531.28	14,583.38	17,531.28	17,609.06
(b) Investment Banking and Related Services	-	-	-	-	-	-
(c) Unallocated	7,655.39	4,154.68	4,188.67	7,655.39	4,188.67	3,868.49
Total	22,238.77	21,988.82	21,719.95	22,238.77	21,719.95	21,477.55

Notes :

1. The interest expense pertains to the segments having operations which are primarily of financial nature and therefore, the same has been considered as part of segment results and not disclosed separately.

2 (i) Business Segments :

The Company has identified the following as business segments :

- (a) Financing and Investment - consists of financing of loans and investments in shares and securities and income from royalty.
- (b) Investment Banking and Related Services - consists of financial consultancy and debt syndication.

(ii) Geographical Segments : The company operates in only one geographical segment i.e. "within India" and no separate information for geographical segment has been given.



Notes:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 8th February, 2013.
2. The Statutory Auditors have carried out the "Limited Review" of the results of the Stand -alone Company for the quarter ended 31st December, 2012.
3. Figures for the previous periods have been regrouped/ rearranged where necessary.

Place: Kolkata

Date: 8th February, 2013



For Microsec Financial Services Limited

B.L.Mittal

Chairman cum Managing Director