Microsec Financial Services Limited
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MICROSEC
MICRO FOCUS. MEGA WEALTH

Date: 12/09/2013

To
The General Manager
Department of Corporate Services
BSE 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

Re: ***Scrip Code at BSE: 533259 and Symbol at NSE: MICROSEC***
Sub: ***Proceeding of the 24th Annual General Meeting***

Dear Sir/ Madam,

In compliance of Clause 31(d) of the Listing Agreement with the Stock Exchanges, we enclose herewith a certified copy of the proceeding of the 24th Annual General Meeting of the Members of the Company held at "Gyan Manch", 11, Pretoria Street, Kolkata – 700071, on Wednesday the 14TH day of August, 2013 at 10.30 a.m. for your records.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Microsec Financial Services Limited
For MICROSEC FINANCIAL SERVICES LIMITED

Company Secretary
Biplab Kumar Mani
Company Secretary

Encl: 1. Copy of the proceeding of 24th Annual General Meeting.

MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF MICROSEC FINANCIAL SERVICES LIMITED HELD AT "GYAN MANCH", 11, PRETORIA STREET, KOLKATA – 700071, ON WEDNESDAY THE 14TH DAY OF AUGUST, 2013 AT 10.30 A.M.

Directors Present:

Mr. Banwari Lal Mittal	Chairman & Managing Director - (also a Member)
Mr. Ravi Kant Sharma	Managing Director & CEO - (also a Member)
Mr. Parimal Kumar Chattaraj	Director
Mr. Raj Narain Bhardwaj	Director
Mr. Deba Prasad Roy	Director

Members Present:

Members Present in Person	276
Member Present in Proxy	29
Body Corporate (by Representative)	4

In attendance:

Mr. Giridhar Dhelia	Chief Financial Officer
Mr. Biplab Kumar Mani	Company Secretary

In accordance with Article 89 of the Articles of Association of the Company, Mr. Banwari Lal Mittal, the Chairman of the Board of Directors, took the Chair. The requisite quorum being present the Chairman declared that the Meeting was duly constituted at 10.30 am. With the consent of the members present, the notice convening the Meeting was taken as read. The Chairman stated that the signed copy of the Auditors Report, the Director Report and the Annual Accounts for the Year ended 31st March, 2013 and the Register of Directors' Shareholding maintained under section 307 of the Companies Act, 1956 were placed on the table and remained open for inspection by the Shareholders during the continuance of the Meeting.

The Chairman thereafter appraised the Members about the performance of the Company during FY 2012-13, its future outlook and shared his vision. He briefed the members that Microsec Health Buddy Limited, one of the wholly owned subsidiary of the Company are venturing into the business of e-commerce of pharmaceutical, healthcare and other related products through portal www.sastasundar.com at economical prices to the people at their doorstep. This will be a totally Information technology based unit and the proposed unit will have a team of Health Buddies assisted by well equipped and advanced call centre facility which will validate the order received through portal and telephone from customers.

The Chairman informed the members that the Microsec Enterprises beacons with lots of hope as we take concrete steps towards newer horizons with our core objective of "making life simple and happy".

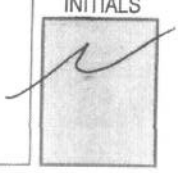
The Chairman also stated that in this era of digital solutions, Microsec Enterprise focus on the business based on digital applications.

The members present at the meeting have appraised the steps taken by the Management.

Thereafter, on being asked by the Chairman, Mr. Biplab Kumar Mani, Company Secretary read out the Auditors' Report dated 24th May, 2013.

The Chairman thereafter takes the agenda item in seriatim:

CHAIRMAN'S INITIALS



CERTIFIED TRUE COPY

For MICROSEC FINANCIAL SERVICES LIMITED

Company Secretary

ORDINARY BUSINESS:

ADOPTION OF ANNUAL ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31ST MARCH, 2013

The Chairman invited questions in respect of accounts from the members present.

Mr. Anindya Sunder Roy, Mr. Sontosh Kumar Ghose, Mr. Amit Kumar Banerjee and Mr. Sarbananda Gattani made their observations on the overall performance of the Company.

The Chairman thanked the members for taking keen interest in the affairs of the Company and answered the questions and queries raised by the members.

The Chairman then proposed to adopt the audited annual accounts of the Company for the year ended 31st March, 2013 and recommended the following resolution as an Ordinary Resolution and read out the same to the members:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors' and Auditors' thereon be and are hereby approved and adopted."

The resolution was proposed by Mr. Arup Kumar Das and seconded by Mr. Goutam Nandy.

The Chairman thereafter, put the resolution to vote by show of hands and the same was declared carried unanimously.

RE-APPOINTMENT OF MR. RAJ NARAIN BHARDWAJ AS DIRECTOR OF THE COMPANY

The Chairman informed the members that Mr. Raj Narain Bhardwaj who retired by rotation and was eligible for re-appointment has offered himself for re-appointment. The Chairman recommended the following Resolution as an Ordinary Resolution and read out the same to the members:

"RESOLVED THAT pursuant to the provisions of Section 256 of the Companies Act, 1956 and any other applicable provisions, if any, Mr. Raj Narain Bhardwaj, who retires by rotation at this meeting and who is eligible for re-appointment, be and is hereby re-appointed as a director of the Company."

The resolution was proposed by Mr. Sanjoy Banerjee and seconded by Mr. A K. Pathak.

The Chairman thereafter, put the resolution to vote by show of hands and the same was declared carried unanimously.

CERTIFIED TRUE COPY

For MICROSEC FINANCIAL SERVICES LIMITED

Company Secretary

RE-APPOINTMENT OF STATUTORY AUDITORS

The Chairman informed the members that Messers S. R. Batliboi & Co. LLP, Chartered Accountants, the retiring auditors of the Company were eligible for re-appointment and be re-appointed to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company.

The Chairman recommended the following resolution as an Ordinary Resolution and read out the same to the members:

CHAIRMAN'S INITIALS

"**RESOLVED** that pursuant to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956 and subject to other applicable provisions, if any, S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E), formerly known as S. R. Batliboi & Co., Chartered Accountants be appointed as statutory auditors of

the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company."

The resolution was proposed by Mr. Goutam Nandy and seconded by Mr. Sanjoy Banerjee.

The Chairman thereafter, put the resolution to vote by show of hands and the same was declared carried unanimously.

Vote of Thanks

There being no other business left to transact, the meeting concluded with a vote of thanks to the Chair proposed by Mr. Giridhar Dhelia, Chief Financial Officer.

B. L.

Place: Kolkata

CHAIRMAN

Date: 11/09/2013

CERTIFIED TRUE COPY

For MICROSEC FINANCIAL SERVICES LIMITED

Company Secretary

CHAIRMAN'S INITIALS