

30.05.2019

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051,
Ph: No: 022-26598100
Scrip Code: GEOJITFSL - EQ

To,
The Manager,
Listing Department,
The BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001,
Ph No: 022-22721233
Scrip Code: 532285

Dear Sir/Madam,


Sub: Secretarial Compliance Report

Please find enclosed herewith the Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2018, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by the Securities and Exchange Board of India (SEBI), for the year ended 31st March, 2019.

This is for your information and record.

Thanking you,
Yours faithfully,

For Geojit Financial Services Ltd


Liju K Johnson
Company Secretary





**Secretarial compliance report of Geojit Financial Services Limited for
the year ended 31.03.2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Geojit Financial Services Limited (here in after called as the listed entity),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not applicable

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

Place: *Kochi*
Date: *29/05/2019.*

For Satheesh and Remesh
Company Secretaries



[Signature]
N. Satheesh Kumar
CP No. 6607

M.No. 16543.