

November 24, 2017

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

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

Dear Sir/Madam,

Sub: Intimation of Voting Results of Postal Ballot and Scrutinizer's Report.

We furnish the details regarding the voting results of the Postal Ballot in respect of the resolutions set out in the Postal Ballot notice dated 09.10.2017, in the format prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

We also wish to inform you that the said resolutions have been approved with requisite majority.

Further, please find enclosed scrutinizer's report dated 24.11.2017 by Mr. N. Satheesh Kumar, Partner, Satheesh & Remesh, Practicing Company Secretaries.

Thanking you,
For Geojit Financial Services Limited

Liju K Johnson Company Secretary





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## VOTING RESULTS OF POSTAL BALLOT OF GEOJIT FINANCIAL SERVICES LIMITED

Date of Postal Ballot Notice	9th October, 2017
Date of Passing of two Special Resolutions and one ordinary resolution through Postal Ballot and e-voting	22 November, 2017
Date of Announcement of Postal Ballot Result	24 November, 2017
Total Number of shareholders on cut of Date ie; 13 October, 2017	35,013
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group : Public :	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group : Public :	Not Applicable







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# Given below is the Resolution wise combined result of Postal ballot and e-voting

	07	11-11-17		Charia	Charial					
esolution req	Resolution required: (Ordinary/Special)	/special)			Special					
hether prom	Whether promoter/promoter group are interested in the Ageno	roup are interest	ed in the Agent	da/resolution ?	No					
Category	Mode of	No. of	No. of votes	% of votes,	No. of votes	No. of	% of votes in	% of votes	No. of	% of invalid
1,090,0	Voting	shares held	polled	polled on	- in favour	votes –	favour on	against on	invalid	votes on
	)			outstanding		against	votes polled	votes polled	votes	votes polled
		(1)	(2)	shares (3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*	(8)	(9)=[(8)/(5)]*
				100			100	100		100
Promoter	E-Voting		11,99,68,595	81.19	11,99,68,595	0	100.00	0	1	
and	Poll		1	1	ī	t	1	1	1	
Promoter	Postal Ballot	14,77,61,421		1		ı	t	1	,	
Group	(if applicable)				-					
	Total		11,99,68,595	81.19	11,99,68,595	0	100.00	0	1	
Public –	E-Voting		43,45,301	31.44	26,15,747	17,29,554	60.20	39.80	1	
nstitutions.	Poll		ı		1	1	1	1	1	
	Postal Ballot	1,38,21,788	1	•	1		1	•		
	(if applicable)									
	Total		43,45,301	31.44	26,15,747	17,29,554	60.20	39.80	1	
Public - Non	E-Voting		13,09,648	1.74	13,08,084	1,564	88.66	0.12	1	
Institutions	Poll		1	1	1	1	1	ı	1	
	Postal Ballot	7,55,87,429	4,64,282	0.61	4,62,362	1,920	99.59	0.41	1	
	Total		17,73,930	2.35	17,70,446	3,484	08.66	0.20	•	
Total		22 71 70 638	12 60 87 826	53.16	12.43.54.788	17.33.038	98.63	1.37		









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Proposition		Resolution 2. Increase in Authorised Capital and thereby amending the Memorandum of Association of the Company	orised Capital ar	nd thereby amer	nding the Memo	randum of Assoc	iation of the	Company			
Whether promoter/promoter group are interested in the Agenda/resolution?         No. of votes         No. of votes<		quired: (Ordinary	y/Special)			Ordinary				٠	
Category of time of category of category of time of category of time of category of time of category of category of category of time of category of category of category of category of time of category of		moter/promoter	group are interes	sted in the Agenc	da/resolution?	No					
Voting         shares held         polled on ustanding altered by polled on the polled on outstanding against and brown spanses or shares         In against on the polled outstanding against and brown browner bostal Ballot and browner postal Ballot and browner postal Ballot and browner postal Ballot and browner postal Ballot and browner polled by a spanse by browner polled by a spanse by browner and browner polled by a spanse by browner and browner browner polled by a spanse by browner by browner by browner by browner by browner		Mode of	No. of	No. of votes	%of votes,	No. of votes	No. of	% of votes in	% of votes	No. of	% of invalid
Promoter   E-Voting   Aja-Gas-Sas   Asa-Gas-Sas   Asa-Ga	72	Voting	shares held	polled	polled on	- in favour	votes –	favour on	against on	invalid	votes on
Promoter   E-Voting   Promoter   E-Voting   Promoter   E-Voting   Promoter   Promoter					outstanding		against	votes polled	votes polled	votes	votes polled
Promoter and promoter of pollicular languages and promoter of postal Ballot and institutions of institutions Postal Ballot and insti			(1)	(2)	shares (3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(5)]*	(8)	(9)=[(8)/(5)]*
Promoter and bounder and brownoter and brownoter brownoter and brownoter and brownoter and brownoter (if applicable)         Evoting and brownoter (if applicable)         11,99,68,595         81.19         11,99,68,595         81.19         11,99,68,595         0         100.00         0         -<					100			100	100		100
oper         Postal Ballot         14,77,61,421         ————————————————————————————————————	Promoter	E-Voting		11,99,68,595	81.19	11,99,68,595	0	100.00	0	1	
oper (if applicable)         14,77,61,421         11,99,68,595         81.19         11,99,68,595         81.19         11,99,68,595         0         100.00         0         -           Total utions         Postal Ballot (if applicable)         1,38,21,788         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           c - Non tutions         Postal Ballot (if applicable)         1,38,21,788         31.44         17,25,512         26,19,789         39.71         60.29         -           c - Non E-Voting         E-Voting         13,09,658         1.74         17,25,512         26,19,789         39.71         60.29         -           c - Non E-Voting         13,09,658         1.74         13,08,319         1,339         99.90         0.10         -           c - Non tutions         Poll         4,64,282         0.61         4,56,246         8,036         99.37         0.17         -           Total         17,73,940         2.35         17,64,565         9,375         99.47         0.53         -           Total         23,71,70,638         12,60,87,836         53.16         12,34,58,672         26,29,164         97.91         97.91         97.91         97.91	and	Poll		ı	1.	1	ı	1	I	1	
Group         (if applicable)         Total         11,99,68,595         81.19         11,99,68,595         0         100.00         0         -         -           Public - E-Voting         E-Voting         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           Institutions Public - Non lettitutions Institutions Public - Non lettitutions Total         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           Public - Non lettitutions Public - Non lettitutions Total         Total         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           Public - Non lettitutions Total         Foll         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           Public - Non lettitutions Total         Foll         4,64,282         0.61         4,56,246         8,036         99.37         0.10         -           Total         Total         17,73,940         2.35         17,64,565         9,375         99.47         0.53         -		Postal Ballot	14,77,61,421								
Public—Institutions         E-Voting         43,45,301         81.19         11,99,68,595         81.19         11,99,68,595         0         100.00         0         -         -           Public—Institutions         E-Voting         Postal Ballot (if applicable)         1,38,21,788         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -		(if applicable)		1	1	1	1	•	1	1	1
Public – Institutions Institutions Poll Institutions Poll Institutions Poll Institutions Poll Institutions Postal Ballot (if applicable) Postal Ballot (if applicable) Total Institutions Poll Institutions Poll Institutions Poll Institutions Poll Institutions Total Institutions Poll Institutions Poll Institutions Total Institutions Poll Institutions Institution		Total		11,99,68,595	81.19	11,99,68,595	0	100.00	0	•	
Institutions   Poll   Postal Ballot   1,38,21,788   Postal Ballot   Licapplicable)   Postal Ballot   Licapplicable)   Licapplicable   Licapp		E-Voting		43,45,301	31.44	17,25,512	26,19,789	39.71	60.29	1	1
Postal Ballot (if applicable)         1,38,21,788         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           Total Institutions Institutions Institutions Applicable)         Fostal Ballot (if applicable)         7,55,87,429 (if applicable)         4,64,282 (if applicable)         0.61         4,56,246 (if applicable)         8,036 (if applicable)         17,73,940         2.35         17,64,565         9,375 (26,29,164)         97.91         0.53         -         -           Total         23,71,70,638         12,60,87,836         53.16         12,34,58,672         26,29,164         97.91         97.91         2.09         -		Poll		1	š	1	1	1	1	1	1
Total         (if applicable)         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           Public – Non E-Voting         E-Voting         13,09,658         1.74         13,08,319         1,339         99.90         0.10         -           Institutions Public – Non Eith gallot (if applicable)         7,55,87,429         4,64,282         0.61         4,56,246         8,036         98.27         1.73           Total         Total         17,73,940         2.35         17,64,565         9,375         99.47         0.53         -           Total         23,71,70,638         12,60,87,836         53.16         12,34,58,672         26,29,164         97.91         97.91         2.09		Postal Ballot	1,38,21,788					,			
Total         43,45,301         31.44         17,25,512         26,19,789         39.71         60.29         -           Public – Non E-Voting         E-Voting         13,09,658         1.74         13,08,319         1,339         99.90         0.10         -         -           Institutions Poll Postal Ballot (if applicable)         7,55,87,429         4,64,282         0.61         4,56,246         8,036         98.27         1.73         -         -           Total         17,73,940         2.35         17,64,565         9,375         99.47         0.53         -         -           Total         23,71,70,638         12,60,87,836         53.16         12,34,58,672         26,29,164         97.91         97.91         2.09         -		(if applicable)		t	ı	İ	!	ı	ı	1	
Public – Non Institutions Institutions Institutions Institutions Institutions A poll and the state of the state		Total		43,45,301	31.44	17,25,512	26,19,789	39.71	60.29		
Institutions   Poll   Postal Ballot   7,55,87,429   4,64,282   0.61   4,56,246   8,036   98.27   1.73		E-Voting		13,09,658	1.74	13,08,319	1,339	06.66	0.10	1	1
Postal Ballot (if applicable)         7,55,87,429         4,64,282         0.61         4,56,246         8,036         98.27         1.73         -           Total         23,71,70,638         12,60,87,836         53.16         12,34,58,672         26,29,164         97.91         2.09         -		Poll			ı	1	·	t		•	•
Total Total Total 12,60,87,836 53.16 12,34,58,672 26,29,164 97.91 2.09 -		Postal Ballot (if applicable)	7,55,87,429	4,64,282	0.61	4,56,246	8,036	98.27	1.73		1
Total 23,71,70,638 12,60,87,836 53.16 12,34,58,672 26,29,164 97.91 2.09	BALLER E. L. S.	Total		17,73,940	2.35	17,64,565	9,375	99.47	0.53	1	1
			23,71,70,638	12,60,87,836	53.16	12,34,58,672	26,29,164	97.91	2.09		•









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Resolution required : (Ordinary/Special) Whether promoter/promoter group are	Ordinar (Ordinar									
Whether pro	chance . loranto	//Special)			Special					
	Whether promoter/promoter group are interested in the Agenda/resolution ?	group are interes	sted in the Agen	da/resolution ?	No					
Category	Mode of	No.of shares	No. of votes	%of votes,	No. of votes	No. of	% of votes in	% of votes	No. of	% of invalid
	Voting	held	polled	polled on	- in favour	votes –	favour on	against on	invalid	votes on
				outstanding		against	votes polled	votes polled	votes	votes polled
		(1)	(2)	shares (3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*	(8)	(9)=[(8)/(2)]*
				100			100	100		100
Promoter	E-Voting		11,99,68,595	81.19	11,99,68,595	0	100.00	0	-	1
and	Poll		-1	1	t	1	1	1	1	-
Promoter	Postal Ballot	14,77,61,421								
Group	(if applicable)									
	Total		11,99,68,595	81.19	11,99,68,595	0	100.00	0		•
Public –	E-Voting		43,45,301	31.44	16,52,149	26,93,152	38.02	61.98	1	1
Institutions	Poll		1	1	T.	1	1	1	1	1
	Postal Ballot	1,38,21,788		1		1	ı	1		
	(iii applicable)									
	Total		43,45,301	31.44	16,52,149	26,93,152	38.02	61.98		•
Public - Non	E-Voting		13,09,133	1.73	13,01,974	7,159	99.45	0.55	1	1
Institutions	Poll		1	•	1	•		ľ		
	Postal Ballot (if applicable)	7,55,87,429	4,64,282	0.61	4,49,936	14,346	96.91	3.09	1	
	Total		17,73,415	2.34	17,51,910	21,505	98.79	1.21	1	1
Total		23,71,70,638	12,60,87,311	53.16	12,33,72,654	27,14,657	97.85	2.15		

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Docoitition of										
resolution le	Resolution required :				Special					
Whether pro	Whether promoter/promoter group are interested in the Agenda/resolution ?	group are interes	ted in the Agen	da/resolution ?	No					
Category	Mode of	No. of	No. of votes	% of votes,	No. of votes	No. of	% of votes in	% of votes	No. of	% of invalid
	0			standing		against	votes polled	votes polled	votes	votes polled
		(1)	(2)	shares (3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(5)]*	(8)	(9)=[(8)/(2)]*
				100			100	100	ì	100
Promoter	E-Voting		11,99,68,595	81.19	11,99,68,595	0	100.00	0	1	1
and	Poll		ı	1	ı	1	1	1	1	1
Promoter	Postal Ballot	14,77,61,421	1	1	1		1			
Group	(if applicable)									
	Total		11,99,68,595	81.19	11,99,68,595	0	100.00	0	1	1
Public -	E-Voting		34,56,462	25.01	16,52,149	18,04,313	47.80	52.20	1	1
Institutions	Poll			1	Ŧ	Ĭ,	1	1	T-	1
	Postal Ballot	1,38,21,788			1	1	1			
	(if applicable)									
	Total		34,56,462	25.01	16,52,149	18,04,313	47.80	52.20	1	-
Public - Non	E-Voting		13,09,458	1.73	13,01,528	7,930	99.39	0.61	-	1
Institutions	Poll		1	1	1	ı	1	1	1	1
	Postal Ballot (if	7,55,87,429	4,64,282	0.61	4,49,936	14,346	96.91	3.09	1	1
	applicable)									
San	Total		17,73,740	2.35	17,51,464	22,276	98.74	1.26	1	1
Total		92 07 17 66	12 51 98 797	62 70	17 22 77 300	10 36 500	00 00	-		

For Geojit Financial Servie

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### SATHEESH AND REMESH COMPANY SECRETARIES



Bldg. No. 55/1682, 2nd Floor, "Krishna Apartments", M G Road, (Behind Duroflex Showroom), Ambady Lane Ravipuram, Ernakulam, Kochi - 682016

Ph: 0484;2356736

Mobile: 9447431347, 9746094939 Email: Sethveeka001@gmail.com Service Tax No: ABLFS2799ASD002

### SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable.)

To,
The Board of Directors
Geojit Financial Services Limited.
11th Floor,34/659-P Civil Line Road,
Padivattom, Kochi KL 682024 IN

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot and e voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by of the Companies (Management and Administration) Amendment Rules, 2015 to the extend applicable.

I, Satheesh Kumar N, Partner, Satheesh and Remesh Practicing Company Secretaries, Ernakulam, was appointed as a Scrutinizer of Geojit Financial Services Limited ("the Company") pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for Scrutinizing the e-voting and Postal Ballot in a fair and transparent manner in respect of the resolutions stated in the Notice of postal ballot dated 9th October 2017 proposed to be passed by the Equity shareholders of the Company. My responsibility as a scrutinizer is to render consolidated Scrutinizer's report on the total votes cast in favor or against, if any, on the resolutions. I submit my report as under:

1. The e-voting period remained open from Tuesday, October 24, 2017 (9:00 a.m. IST onwards) till Wednesday, November 22, 2017 (up to 5:00 pm IST).

2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Friday, October 13, 2017 were entitled to vote electronically or proposed resolution as set out in the Notice of Postal Ballot dated 09th October, 2017 of Geoja Sintancial Services Limited.

3. The votes were unblocked on 22nd November 2017 after 500 P.M. in the presence of two witnesses, Ms. Aswathy Pradeep, Valayalam Pallilyil, Ponkunnam PO, Kottayam- 686506 and Praveen Kumar, Madathil Gopalayam, Cherthala - 688524 who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Signatures France Name Processon Kumar M

- 4. The physical postal ballots were received up to 17.00 hours on 22nd November 2017 through self-addressed business reply envelopes.
- 5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of www.evoting.nsdl.com.
- 6. The results of the Postal Ballot and e-voting are as under:

Resolution: 1 -Alteration of Objects Clause in the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Members	Number of votes cast (shares) — E -	Number of Members	14071104-	of votes cast	number of
151	12,38,92,426	127	4,62,362	12,43,54,788	98.63

Number of Members	votes cast (shares) — E - voting	Number of Members voted — Postal Ballot		01 10000	number of valid Votes
12	17,31,118	13	1920	17,55,000	<u> </u>

Number of Number of Number of Members voted (shares)- E voting Voting Votes Cast Number of Members voted (shares)- E voted Postal Ballot	Postal Ballot through	of number of valid Votes  E- nd
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## Resolution: 2 - Increase in Authorised Capital and thereby amending the Memorandum of Association of the Company

### (i) Voted in favour of the resolution:

Number	of	Number	of	Number	of	Number	of	Total 1	number	%	of	total
Members		votes	cast	Members		votes	cast	of vot	es cast	nur	nber	of
voted —	<b>E</b> -	(shares) —	- E -	voted	_	(shares)	_	E-	Voting	vali	d Vot	es
Voting		voting		Postal Ballo	ot	Postal Ba	llot	and	Postal			
							•	Ballot				
,	148	12,30,02,	,426		124	450	6,246	12,34	1,58,672			97.91

(ii) Voted against the resolution:

	0		· <del>-</del>	•		
Number	of	Number of	Number of	Number of	Total number	% of total
Members		votes cast	Members	votes cast	of votes cast	number of
voted		(shares) — E -	voted —	(shares) —	- E- Voting	valid Votes
Voting	1	voting	Postal Ballot	Postal Ballot	and Postal	
	127				Ballot	•
<u> </u>	16	26,21,128	16	8,036	26,29,164	2.09

### (iii) Invalid Votes:

Number	of	Number o	f Number (	of	Number	of	Total number	% of to	tal
Members		votes cas	Members		votes	cast	of votes cast	number	of
voted`—	E-	(shares) — E	- voted -	_	(shares)		- E- Voting	valid Votes	
Voting		voting					and Postal		
							Ballot		
	-		-	-		-	-		

## Resolution: 3A - Approval and implementation of Employee Stock Option Scheme - ESOS 2017 through direct route. (for the employees of the Company)

### (i) Voted in favour of the resolution:

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Number	of	Number of	Number of	Number of	Total number	% of total
Members			Members	votes cast	of votes cast	number of
	<b>E</b> -	(shares) — E -	voted —	(shares) —	— E- Voting	valid Votes
Voting		voting	Postal Ballot	Postal Ballot -	and Postal	
					Ballot	
:	135	12,29,22,718	119	4,49,936	12,33,72,654	97.85



(ii) Voted against the resolution:

	0		·•			• .
Number	of	Number of	Number of	Number of	Total number	% of total
Members			Members		of votes cast	
voted —	E-	(shares) — E -	voted —	(shares) —	— E- Voting	valid Votes
Voting		votting		Postal Ballot		
L.					Ballot	
	26	27,00,311	21	14,346	27,14,657	2.15

### (iii) Invalid Votes:

Number	of	Number o	Number of	Number of	Total number	% of total
Members		votes cas	Members	votes cast	of votes cast	number of
	E-	(shares) — E	voted —	(shares) —	— E- Voting	valid Votes
Voting		voting	Postal Ballot	Postal Ballot	and Postal	·
					Ballot	
	-		-	-	-	-

Resolution: 3B - Approval and implementation of Employee Stock Option Scheme - ESOS 2017 through direct route (for the employees of subsidiary(ies) of the Company)

(i) Voted in favour of the resolution:

_	<del></del>						
	Number	of	Number of	Number of	Number of	Total number	% of total
	Members		votes cast	Members	votes cast	of votes cast	number of
	voted `—	· E-	(shares) — E -	voted —	(shares) —	— E- Voting	valid Votes
1	Voting		voting	Postal Ballot	Postal Ballot	and Postal	. *
Ĺ	·					Ballot	
L		135	12,29,22,272	119	4,49,936	12,33,72,208	98.54

(ii) Voted against the resolution:

<del>() +</del>	<b>D</b>	or the resortation	••			
Number	of	Number of	Number of	Number of	Total number	% of total
Members		votes cast	Members		of votes cast	
voted —	E-	, , –	vóted —	(shares) —	- E- Voting	valid Votes
Voting		voting	Postal Ballot	Postal Ballot	and Postal	
			,		Ballot	
	21	18,12,243	21	14,346	18,26,589	1.46



(iii) Invalid Votes:

\ <del></del> / <del></del> -	–									
Number	of	Number	of	Number	of			Total number		
Members				Members				of votes cast		
voted	E-	(shares) -	– E -	voted	_	(shares)	_	— E- Voting	valid Vote	es
Voting		voting		Postal Ball	ot	Postal Ba	llot	and Postal		
								Ballot		
					-	ii ii	-	-		-
		1								

7. The details containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You, Yours faithfully, For Satheesh and Remesh, **Company Secretaries** 

M Satheesh Kumar

**Partner CP No.6607** 

Place: Koeln'
Date: 24 · 11 · 2017