

Ref : GFSL/SEC/LKJ/2017-18/NSE & BSE/015
Date: 27th July, 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 - EQ

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

Dear Sir/Madam,

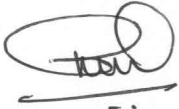
Sub : Proceedings of the Annual General Meeting and Declaration of Voting Results

Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the following in relation to the 23rd Annual General Meeting of the Company held on Tuesday, 25th July, 2017.

1. Proceedings of the Annual General Meeting
2. Annexure A - Agenda-wise Disclosure of Voting Results
3. Report of the Scrutinizer in Form MGT-13
4. Report to Chairman on remote E-Voting conducted by the Company.

Kindly take the above on your records.

Thanking you,
For Geojit Financial Services Limited



Liju K Johnson
Company Secretary



BRIEF PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY

The 23rd Annual General Meeting (AGM) of the Company was held on Tuesday, 25th July, 2017 at 4.00 p.m. at the Renai Cochin, Palarivattom, Kochi, Kerala - 682 025. Mr. A P Kurian, Chairman of the Company, welcomed all the Directors and the shareholders of the Company to the 23rd AGM of the Company.

The requisite quorum being present, the Chairman called the meeting to order. Mr. C J George, Managing Director, Mr. R Bupathy, Chairman of Audit Committee and Nomination & Remuneration Committee, Mr. Mahesh Vyas and Mr. Punnoose George, Directors of the Company and Mr. Rohit Alexander, representative of BSR & Associates LLP, Statutory Auditors were present at the meeting.

The notice of the Annual General Meeting was taken as read. Thereafter, Mr. Liju K Johnson, Company Secretary began reading the report of the Statutory Auditor's and the report of the Secretarial Auditors of the Company for the year ended 31st March, 2017 and with the permission of the members, the said reports were taken as read. The Chairman then delivered his speech to the shareholders of the Company.

The Chairman then informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice convening the 23rd Annual General Meeting of the Company. Members who were present at the AGM and had not cast their votes through remote e-voting were provided with an opportunity to cast their votes, electronically at the venue.

The following items of business, as per the Notice convening the 23rd AGM of the Company dated 25th July, 2017 were transacted at the meeting.

1. Adoption of Financial Statements (Standalone and Consolidated), report of the Board of Directors and Auditors for the financial year ended 31st March, 2017.
2. To declare a final dividend of Rs. 1.25 per equity shares for the financial year 2016-17. ;
3. Re-appointment of Mr. Punnoose George, (DIN: 00049968), as Director who retires by rotation;
4. Ratification of appointment of M/s. BSR & Associates LLP, Chartered Accountants (Firm Registration Number 116231W/W--100024) as Statutory Auditors of the Company and fixing their remuneration;

The Chairman informed that the Board of Directors of the Company at their meeting held on 26th May, 2017 had appointed, Mr. Satheesh Kumar N, Practicing Company Secretary, as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and by way of poll.



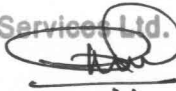
The shareholders were then asked to make their vote on each resolution and complete the voting formalities. Once the voting was over, the ballot box was handed over to Mr. Sateesh Kumar N, Scrutinizer. The Chairman then announced that the voting results would be published within 48 hours of the conclusion of the Meeting and would be uploaded in the website of the Company at www.geojit.com.

The members were then given adequate opportunity to give their views on the working of the Company and were also invited for any queries. The Chairman and the Managing Director promptly replied to all the queries by the members.

There being no other business, the Chairman invited Mr. C J George, Managing Director, to deliver a vote of thanks. Mr. C J George thanked all the members for their participation and announced formal closure of the 23rd Annual General Meeting of the Company.

The Meeting commenced at 4.00 PM and concluded at 5.30 PM on Tuesday, 25th July, 2017.

For Geojit Financial Services Ltd.


Liju K. Johnson
Company Secretary

VOTING RESULTS OF THE 23rd ANNUAL GENERAL MEETING OF GEOJIT FINANCIAL SERVICES LIMITED

Date of the AGM	25th July, 2017
Total Number of shareholders on record date	32828
No. of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group :	02
Public :	42
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group :	Nil
Public :	



Agenda wise disclosure

1. Adoption of Financial Statements (Standalone and Consolidated), report of the Board of Directors and Auditors for the financial year ended 31 st March, 2017.										
Resolution required : (Ordinary/Special)										
Whether promoter/promoter group are interested in the Agenda/resolution ?										
Ordinary										
No										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes	% of invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(8)	(9)=[(8)/(2)] * 100
Promoter and Promoter Group	E-Voting		76688959	51.90	76688959	0	100	0	0	0
	Poll		43553312	29.48	43553312	0	100	0	0	0
	Postal Ballot (if applicable)	147761421	0	0	0	0	0	0	0	0
	Total		120242271	81.38	120242271	0	100	0	0	0
Public – Institutions	E-Voting		8103676	61.90	8103676	0	100	0	0	0
	Poll		0	0	0	0	100	0	0	0
	Postal Ballot (if applicable)	13091051	0	0	0	0	0	0	0	0
	Total		8103676	61.90	8103676	0	100	0	0	0
Public – Non Institutions	E-Voting		34484	0.05	34484	0	100	0	0	0
	Poll		11643261	15.47	11450592	0	98.35	0	192669	
	Postal Ballot (if applicable)	75270507	0	0	0	0	0	0	0	0
	Total		11677745	15.51	11485076	0	98.35	0	192669	1.65
Total		236122979	140023692	59.30	139831023	0	99.86	0	192669	0.14

Contd....



2. To declare a final dividend of Rs. 1.25 per equity shares for the financial year 2016-17.										
Resolution required : (Ordinary/Special)										
Whether promoter/promoter group are interested in the Agenda/resolution?										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]* 100	No. of invalid votes	% of invalid votes on votes polled (9)=[(8)/(2)]* 100
Promoter and Promoter Group	E-Voting		76688959	51.90	76688959	0	100	0	0	0
	Poll		43553312	29.48	43553312	0	100	0	0	0
	Postal Ballot (if applicable)	147761421	0	0	0	0	0	0	0	0
Total			120242271	81.38	120242271	0	100	0	0	0
Public – Institutions	E-Voting		8103676	61.90	8103676	0	100	0	0	0
	Poll		0	0	0	0	100	0	0	0
	Postal Ballot (if applicable)	13091051	0	0	0	0	0	0	0	0
Total			8103676	61.90	8103676	0	100	0	0	0
Public – Non Institutions	E-Voting		34484	0.05	34484	0	100	0	0	0
	Poll		11643261	15.47	11450592	0	98.35	0	192669	
	Postal Ballot (if applicable)	75270507	0	0	0	0	0	0	0	0
Total			11677745	15.51	11485076	0	98.35	0	192669	1.65
Total			140023692	59.30	139831023	0	99.86	0	192669	0.14



3. Reappointment of Mr. Punnoose George, as Director who retires by rotation.										
Resolution required : (Ordinary/Special)										
Whether promoter/promoter group are interested in the Agenda/resolution ?										
Ordinary										
No										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes	% of invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(8)	(9)=[(8)/(2)]* 100
Promoter and Promoter Group	E-Voting		76688959	51.90	76688959	0	100	0	0	0
	Poll		43553312	29.48	43553312	0	100	0	0	0
	Postal Ballot (if applicable)	147761421	0	0	0	0	0	0	0	0
	Total		120242271	81.38	120242271	0	100	0	0	0
Public – Institutions	E-Voting		8103676	61.90	8103676	0	100	0	0	0
	Poll		0	0	0	0	100	0	0	0
	Postal Ballot (if applicable)	13091051	0	0	0	0	0	0	0	0
	Total		8103676	61.90	8103676	0	100	0	0	0
Public – Non Institutions	E-Voting		34484	0.05	33509	975	97.17	2.83	0	0
	Poll		11643261	15.47	11450592	0	98.35	0	192669	0
	Postal Ballot (if applicable)	75270507	0	0	0	0	0	0	0	0
	Total		11677745	15.51	11484101	975	98.34	0.01	192669	1.65
Total		236122979	140023692	59.30	139830048	975	99.86	0.001	192669	0.14



4. Ratification of Appointment of M/s. B S R & Associates LLP, Chartered Accounts as the Statutory Auditors and fixing their remuneration.

Resolution required :		Ordinary									
Whether promoter/promoter group are interested in the Agenda/resolution ?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes, polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes	% of invalid votes on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(8)	(9)=[(8)/(2)]* 100	
Promoter and Promoter Group	E-Voting		76688959	51.90	76688959	0	100	0	0	0	
	Poll		43553312	29.48	43553312	0	100	0	0	0	
	Postal Ballot (if applicable)	147761421	0	0	0	0	0	0	0	0	
	Total		120242271	81.38	120242271	0	100	0	0	0	
Public – Institutions	E-Voting		8103676	61.90	2177289	5926387	26.87	73.13	0	0	
	Poll		0	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)	13091051	0	0	0	0	0	0	0	0	
	Total		8103676	61.90	2177289	5926387	26.87	73.13	0	0	
Public – Non Institutions	E-Voting		34482	0.05	33817	665	98.07	1.93	0	0	
	Poll		11643261		11450592	0		0	192669		
	Postal Ballot (if applicable)	75270507	0	0	0	0	0	0	0	0	
	Total		11677743	15.51	11484409	665	98.34	0.01	192669	1.65	
Total		236122979	140023690	59.30	133903969	5927052	95.63	4.23	192669	0.14	

For Geojit Financial Services Ltd.


 Liju K. Johnson
 Company Secretary




26.07.2017

FORM No. MGT-13
Report of Scrutinizers

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Geojit Financial Services Limited
Kochi

23rd -Annual General Meeting of the Equity Shareholders of Geojit Financial Services
Ltd. held at Renai Cochin, Palarivattom, Kochi, Kerala-682025 on Tuesday, 25th July,
2017, at 4.00 P.M

Dear Sir,

I, Satheesh Kumar N, Partner, Satheesh and Remesh Company secretaries, 55/1682, 2nd
floor, Krishna apartments, MG Road, Ravipuram Ernakulam-682016, appointed at the
Board meeting dated **26th May, 2017** as Scrutinizer for the purpose of poll taken on the
below mentioned resolutions at the Annual General Meeting of the Equity Shareholders
of Geojit Financial Services Limited, held at Renai Cochin, Palarivattom, Kochi, Kerala-
682025 on Tuesday, 25th July, 2017, at 4.00 P.M and we submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept
for polling were locked in our presence with due identification marks placed by us.



2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

Ordinary Business:

No.1- Adoption of Financial Statements-

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the report of the Board of Directors and Auditors thereon ; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the report of Auditors thereon.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
39	55,003,904.00	100.00

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not voted	1,92,669

Thus, the Ordinary Resolution as contained in Item No.1 of the notice is passed with requisite majority.

Item No.2 Declaration of Dividend

To declare a final dividend of Rs. 1.25 per equity shares for the financial year 2016-17

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
39	55,003,904.00	100.00

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not voted	1,92,669

Thus, the Ordinary Resolution as contained in Item No.2 of the notice is passed with requisite majority.



Item No.3- Appointment of a Director

To appoint a Director in place of Mr. Punnoose George (DIN 00049968) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
39	55,003,904.00	100.00

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not voted/ not attended the meeting	1,92,669

Thus, the Ordinary Resolution as contained in Item No.3 of the notice is passed with requisite majority.

Item No.4- Ratification of Appointment of Auditors.

Ratification of appointment of , M/s. B S R & Associates LLP, Chartered Accountants (ICAI Registration No. 116231W/W-100024), as the Statutory Auditors and fixing their remuneration



(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
39	55,003,904.00	100.00

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not voted/ not attended the meeting	1,92,669

Thus, the Ordinary Resolution as contained in Item No.4 of the notice is passed with requisite majority.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.



Note.

As per the attendance register kept at venue of the meeting total number of share holders attended at the meeting was 44 (Forty four) . But 4(Four) share holders have not deposited their ballot in the ballot box .

Thanks and Regards,

For Satheesh and Remesh Practicing Company Secretaries



N Satheesh Kumar

Partner,

M.No: A16543, C.P No: 6607





26.07.2017

Report to the Chairman of Geojit Financial Services Limited, a Company incorporated under the Companies Act, 1956, and having its Registered Office at 11th Floor, 34/659-P, Civil Line Road, Padivattom Kochi Kerala, India – 682024 hereinafter referred to as "the Company", on remote E-voting conducted by the Company to pass 4 (Four) Ordinary Resolutions as contained in the notice dated 26th May, 2017 for the Annual General Meeting held on 25th July, 2017.

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizers by the Company on 26th May 2017 to conduct remote E-voting for passing of (Four) Ordinary Resolutions as contained in the Notice dated 26th May, 2017.
2. In remote E-voting, members had to vote by logging on to www.evoting.nsdl.com and following the procedure laid down in the notice. The remote E-voting period commences on Friday, 21st July 2017 (9:00 am) and ends on Monday 24th July 2017 (5:00 pm).
3. In terms of the aforesaid notice, members were required to convey their assent or dissent, as the case may be electronically on e-voting platform provided by NSDL, before 5 pm on Monday 24th July 2017 in respect of Resolution(s) as set out therein.
4. Members' demographic details, their voting rights and voting pattern were provided by NSDL. The votes, if any, cast by a member(s) both in physical form and e-voting having been identified, in terms of the said notice, votes cast through e-voting form were considered valid.



5. In the remote E-voting, for the first three resolutions 84,827,119.00 votes have been cast and resolutions no. 1 and 2 were passed unanimously. 99.99% votes were cast in favour of resolution no: 3. For resolution no: 4, 84827117 votes have been cast of which 93% votes were in favour of the resolution. Based on this, we report that the all the 4 (Four) resolutions as contained in the said notice have been passed with requisite majority.

We have annexed with this Report, the details of remote e-voting and the analysis of the Results of all Resolutions, as contained in the said Notice.

Thanking you

*For Satheesh and Remesh
Company Secretaries*



N Satheesh Kumar
Partner
CP No. 6607



Annexure-1

Remote E-Voting

Maximum number of members who participated in e- voting – 69

Item No 1. Adoption of Financial Statements

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the report of the Board of Directors and Auditors thereon ; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the report of Auditors thereon. - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	69	8,48,27,119	100
Assent	69	8,48,27,119	100
Dissent	0	0	0
Total	69	8,48,27,119	100

Thus, the Ordinary Resolution as contained in Item No.1 of the notice is passed unanimously.



Item No 2. – Declaration of Dividend

To declare a final dividend of Rs. 1.25 per equity shares for the financial year 2016-17-

Ordinary resolution

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	69	8,48,27,119	100
Assent	69	8,48,27,119	100
Dissent	0	0	0
Total	69	8,48,27,119	100

Thus, the Ordinary Resolution as contained in Item No.2 of the notice is passed unanimously.

Item No 3. - Appointment of a Director

To appoint a Director in place of Mr. Punnoose George (DIN 00049968) who retires by rotation and, being eligible, offers himself for re-appointment. - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	69	8,48,27,119	100
Assent	66	8,48,26,144	99.99
Dissent	3	975	.01
Total	69	8,48,27,119	100

Thus, the Ordinary Resolution as contained in Item No.3 of the notice is passed with requisite majority.



Item No 4. - Ratification of Appointment of Statutory Auditors

Ratification of appointment of , M/s. B S R & Associates LLP, Chartered Accountants (ICAI Registration No. 116231W/W-100024), as the Statutory Auditors and fixing their remuneration - **Ordinary resolution:**

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	68	8,48,27,117	100
Assent	63	7,89,00,065	93.01
Dissent	5	59,27,052	6.99
Total	68	8,48,27,117	100

Thus, the Ordinary Resolution as contained in Item No.4 of the notice is passed with requisite majority.

Thus, all the resolutions as contained in the Notice dated 26th May, 2017, under the various provisions of the Companies Act, 2013, have been passed with requisite majority. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you

**For Satheesh and Remesh
Company Secretaries**



**N Satheesh Kumar
Partner**

