



GEOJIT

PEOPLE YOU PROSPER WITH

07.07.2018

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: Intimation of date of Annual General Meeting

This is to inform you that the 24th Annual General Meeting of the Company will be held on Thursday, the 02nd day of August, 2018 at 4.00 PM at the Renai Cochin, Palarivattom, Kochi, Kerala - 682025. The notice of the Annual General Meeting is enclosed herewith.

This is for your information and records.

Thanking You,
For Geojit Financial Services Limited



Liju K Johnson
Company Secretary

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of Geojit Financial Services Limited (formerly known as Geojit BNP Paribas Financial Services Limited) will be held on Thursday, August 02, 2018 at 4.00 PM at The Renai Cochin, Palarivattom, Kochi, Kerala - 682025 to transact the following business:

ORDINARY BUSINESS

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, 2018 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, 2018 together with the report of Auditors thereon.

Item No. 2 - Dividend

To declare a final dividend of ₹ 2/-per equity shares for the financial year 2017-18.

Item No. 3 - Appointment of 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.

SPECIAL BUSINESS

Item No. 4 - Appointment of Mr. Radhakrishnan Nair as Independent Director of the Company

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Mr. Radhakrishnan Nair (DIN 07225354), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from October 25, 2017, who by virtue of the provisions of Section 161 of the Companies Act, 2013, holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT, pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Mr. Radhakrishnan Nair (DIN 07225354), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 25th October 2017 upto 24th October 2022.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution the Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

Item No.5- Service of Documents

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder including any statutory modification(s) or any amendment(s) or any substitution(s) or any re-enactment(s) made thereof or time being in force and subject to such other applicable laws, Rules, Regulations, Guidelines, etc, as may be applicable, whereby a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed at his/her address as recorded in the Register of Members maintained by the Company/ Registrar of Share Transfer Agents, consent of the members be and is hereby accorded to charge from the said member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through particular mode of delivery as specified by said member pursuant to any request, provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the such member.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution the Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

Item No.6 - To consider obtaining loan/guarantee/security in connection with any loan taken, from Geojit Technologies (P) Ltd, Subsidiary Company.

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and pursuant to the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to obtain loan(s) in one or more tranches from, and/or obtain guarantee(s), and/or obtain security(ies) in connection with any obligation of the Company, from Geojit Technologies Private Limited, a subsidiary company of an aggregate outstanding amount not exceeding ₹75,00,00,000/- (Rupees Seventy Five Crores only) at any given point of time, as under.”

Name of the Related Party	Geojit Technologies (P) Ltd.
Nature of the transactions	Obtaining loan and/ or obtain guarantee(s), and/or obtain security(ies) in connection with any obligation of the Company
Name of Director or key managerial personnel, who is related, if any	NA
Nature of relationship	Subsidiary Company
Material Terms and particulars of the contract/ arrangement	The loan will be unsecured and repayable on demand. The interest will be not less than base lending rate of State Bank of India. Obtaining Corporate Guarantee from various Bankers will be based on terms and conditions agreed with respective Bankers.
Monetary value in ₹.	Upto an aggregate limit of ₹. 75 Crores.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which term shall be deemed to include its "Committee of Directors"), be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

Item No.7 - To consider granting loan/giving guarantee/providing security in connection with any loan taken by Geojit Credits (P) Ltd, Subsidiary Company.

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 185, 186, 188 and other application provision, if any, of the Companies Act, 2013, including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for time being in force, and pursuant to Section 61 of the Companies (Amendment) Act, 2017 ("said Section") and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of Members of the Company be and is hereby accorded for making of loan(s) in one or more tranches to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Geojit Credits Private Limited, being an entity falling under the category of 'any person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of Section 185 of the Act, of an aggregate outstanding amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores only) at any given point of time, as under."

Name of the Related Party	Geojit Credits (P) Ltd.
Nature of the transactions as per Section 188 of the Companies Act, 2013	Providing loan and/ or giving guarantee (s), and/or providing security(ies) in connection with any loan taken/ to be taken by Geojit Credits Private Limited
Name of Director or key managerial personnel, who is related, if any	C J George being the Managing Director of both Companies and Mr. Sanjeev Kumar Rajan being the CFO of both Companies.
Nature of relationship	Subsidiary Company
Material Terms and particulars of the contract/ arrangement	The loan will be unsecured and repayable on demand. The interest will be not less than base lending rate of State Bank of India. Providing Corporate Guarantee from various Bankers will be based on terms and conditions agreed with respective Bankers .
Monetary value in ₹.	Upto an aggregate limit of ₹ 50 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

Place : Kochi
Date : 16.05.2018

GEOJIT FINANCIAL SERVICES LIMITED
(Formerly known as Geojit BNP Paribas Financial Services Limited)
Registered Office: 11th Floor, 34/659-P, Civil Line Road
Padivattom, Kochi – 682024, Kerala, India
Corporate Identity Number (CIN): L67120KL1994PLC008403
E mail – mailus@geojit.com, Website: www.geojit.com
Phone: 0484-2901000, Fax : 0484-2979695

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 101(2) OF THE COMPANIES ACT, 2013.

Item No: 4

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated September 02, 2017, and Board of Directors vide its resolution dated October 25, 2017, had appointed Mr. Radhakrishnan Nair (DIN 07225354) as an Additional Director (Non-executive Independent) with effect from October 25, 2017 in accordance with the provision of Section 161 of the Act and Article of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Radhakrishnan Nair (DIN 07225354) holds office up to the conclusion of the ensuing Annual General Meeting.

The Company has received from Mr. Radhakrishnan Nair (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time.

In the opinion of the Board, Mr. Radhakrishnan Nair fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

The Copy of the draft letter for appointment of Mr. Radhakrishnan Nair as a Non-Executive Independent Director setting out terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on any working day, upto and including the date of AGM of the Company and same will also be available for inspection by members during the Annual General Meeting. The said Letter of Appointment is also available on the web-site of the Company and can be accessed through the web link <https://www.geojit.com/About-Us/pdfs/Mr-Radhakrishnan-Nair.pdf>.

Brief profile, expertise/ experience, Disclosure as required under Secretarial Standard 2- and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings is given as an Annexure to the Notice.

The Board accordingly recommends the Resolutions set out in Item No. 4 of the accompanying notice for approval by the members of the Company as an Ordinary Resolution.

Mr. Radhakrishnan Nair is not related to any other Director and Key Managerial Personnel of the Company. He does not hold any Equity Share in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Radhakrishnan Nair, are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No.4 of the accompanying Notice.

Item No: 5

Pursuant to the provisions of Section 20 of the Companies Act, 2013, a document may be served by the Company on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her address as recorded in the Register of Member maintained by the Company/Registrar and Share Transfer Agent, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the company in its Annual General Meeting.

In view of the above provision and in order to enable the Company to determine the fees for the delivery of the documents through requested mode, approval of Members, by way of Ordinary Resolution, is being sought for the amount of fees to be charged for Service of documents under Section 20 of the Companies Act, 2013.

The Board of Directors recommends the passing of the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No. 5 of the accompanying Notice.

Item 6

Geojit Technologies (P) Ltd (GTL), a subsidiary company, is a software solutions provider wherein your company holds 65% of its capital. It is proposed to obtain approval from shareholders to obtain loan, guarantee, security for obligations of the Company, from the subsidiary in case of any working capital requirements.

The aforesaid loan will be unsecured and repayable on demand. The interest will be not less than base lending rate of State Bank of India. The Company may consider obtaining guarantee(s) and/or security(ies) in connection with any loan taken by the Company from GTL. The Company proposes to use the said loan(s)/guarantee(s)/security(ies) for its principal business activities and the matters connected and incidental thereto.

GTL being a related party, consent of the shareholders are required for material related party transactions pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). In view of the aforesaid provisions, consent of the members is being sought by way of an Ordinary Resolution for obtaining loan(s) to, and/or obtaining guarantee(s), and/or security(ies) in connection with any loan taken/ to be taken by the Company of an aggregate outstanding amount not exceeding ₹ 75,00,00,000/- (Rupees Seventy Five Crore only) on the terms mentioned in the resolution set out at item no. 6 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 6 to be passed as an Ordinary Resolution by the members.

Except M/s BNP Paribas S.A., which holds 35% stake in GTL, Mr. Punnoose George, being Director of GTL and the Company and to the extent of his shareholding in Geojit Financial Services Limited and Mr. R Bupathy (Independent Director of the Company and GTL) and their relatives, none of the other Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item 7

Geojit Credits (P) Limited (GCL) is a subsidiary company, wherein your Company along with Geojit Financial Management Services (P) Limited, a wholly owned subsidiary holds about 94% equity share capital. GCL is a non banking financial company and plans to increase its business activities in the coming years.

It is proposed to support GCL by way of lending them for meeting its working capital requirements by way of loans, which will be unsecured, and repayable on demand. The interest will be not less than base lending rate of State Bank of India. The Company may consider giving guarantee(s) and/or provide security(ies) in connection with any loan taken/ to be taken by GCL. GCL proposes to use the said loan(s)/guarantee(s)/security(ies) for its principal business activities i.e lending related activities and the matters connected and incidental thereto.

GCL is an entity falling under the category of 'any person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013. GCL being a subsidiary, consent of the shareholders are required for material related party transactions pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). In view of the aforesaid provisions, consent of the members is being sought by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by GCL of an aggregate outstanding amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore only) on the terms mentioned in the resolution set out at item no.7 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 7 to be passed as a Special Resolution by the members.

Except Mr. C J George (being the Managing Director and shareholder (0.91%) of GCL), Mr. A P Kurian and Mr. R Bupathy (Independent Directors of the Company and GCL) and Mr. Sanjeev Kumar Rajan (Chief Financial Officer of both GCL and the Company) and their relatives, none of the other Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

By Order of the Board of Directors**Liju K Johnson****Company Secretary****Membership No. A21438****Place : Kochi****Date : 16.05.2018**

GEOJIT FINANCIAL SERVICES LIMITED

(Formerly known as Geojit BNP Paribas Financial Services Limited)

Registered Office: 11th Floor, 34/659-P, Civil Line Road

Padivattom, Kochi – 682024, Kerala, India

Corporate Identity Number (CIN): L67120KL1994PLC008403

E mail – mailus@geojit.com, Website: www.geojit.com

Phone: 0484-2901000, Fax : 0484-2979695

IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. Proxy/ proxies need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of proxy in order to be effective should be deposited at the registered office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorised representatives are requested to bring their copy of Annual Report and Attendance Slip duly filled in and signed and hand over the same at the entrance of the hall.
5. Electronic copy of the Annual Report for 2017-18, the Notice of the 24th Annual General Meeting of the Company *inter alia* indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode. To support the 'Green Initiative', the members who have not registered their e-mail ids are requested to register the same with S K D C Consultants Limited/ Depositories.
6. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.geojit.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours on all working days except Saturday(s), Sunday(s) and Public Holidays up to and at the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id:companysecretary@geojit.com.

7. Members holding shares in physical mode are requested to register their e-mail ID's with the Registrar & Share Transfer Agents (RTA) of the Company - M/s. S.K.D.C. Consultants Limited and members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar & Share Transfer Agents of the Company in respect of shares held in physical form and to DP's in respect of shares held in electronic form.

8. Members are requested to address all correspondences, change in their bank account details, including dividend matters, to the Registrar & Share Transfer Agents M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu- 641006 (Email: info@skdc-consultants.com).
9. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
10. Details under Regulation 36 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2009-10 from time to time on due dates to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, and the rules made there under, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company and also on the website of the Ministry of Corporate Affairs.

Members are also requested to note that dividend that are not claimed within seven years from the date of transfer to the Company's unpaid dividend account will, as per Section 124 of Companies Act 2013 ("Act") be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable Rules.

12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. Members holding shares in physical form are requested to dematerialize their shares. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the RTA. Members holding shares in physical form are also requested to quote their PAN details on the share transfer deed submitted for transfer of their shares.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from Statutory Auditors of the Company as stipulated under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended will be available for inspection by the members up to and at the Annual General Meeting.
15. The Register of Members and Share Transfer Books will remain closed from 19th July, 2018 to 20th July, 2018 (both days inclusive) for the purpose of payment of the final dividend for the financial year 2017-18 and the AGM. Dividend as recommended by the Board, if declared, at the meeting will be paid within a period of 30 days from the date of declaration to those members whose name appear on the Register of Members as of close of the business hours on 18th July, 2018. The Board recommended a final dividend of ₹ 2 per equity share.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturday(s), Sunday(s) & Public Holiday(s), up to the date of the Annual General Meeting of the Company and at the meeting.
17. A route map showing directions to reach the venue of 24th AGM is given at the end of this Notice as per the requirement of Secretarial Standards -2 on "General Meeting."

18. Voting Through Electronic means

1. Pursuant to Section 108 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI(LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) of the Company by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services. The Members may cast their vote using an electronic voting system from a place other than the venue of the meeting.
2. The facility of casting the votes by the members using an electronic system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.

4. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. The remote e-voting period commences on Monday, 30th July 2018 (9:00 am) and ends on Wednesday 01st August 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in demat form, as on the cut - off date of Friday, 27th July 2018, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holds shares as on the cut-off date i.e; Friday, 27th July 2018, may obtain the Log-in ID and Password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing Log-in ID and Password for casting your vote. If you forgot your password, please see the instructions provided below.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

8. The instructions for remote e-voting:
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

19. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu- 641006 (Email: info@skdc-consultants.com). For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
20. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.

By Order of the Board of Directors

Liju K Johnson

Company Secretary

Membership No. A21438

Place : Kochi

Date : 16.05.2018

GEOJIT FINANCIAL SERVICES LIMITED

(Formerly known as Geojit BNP Paribas Financial Services Limited)

Registered Office: 11th Floor, 34/659-P, Civil Line Road

Pativattom, Kochi – 682024, Kerala, India

Corporate Identity Number (CIN): L67120KL1994PLC008403

E mail – mailus@geojit.com, Website: www.geojit.com

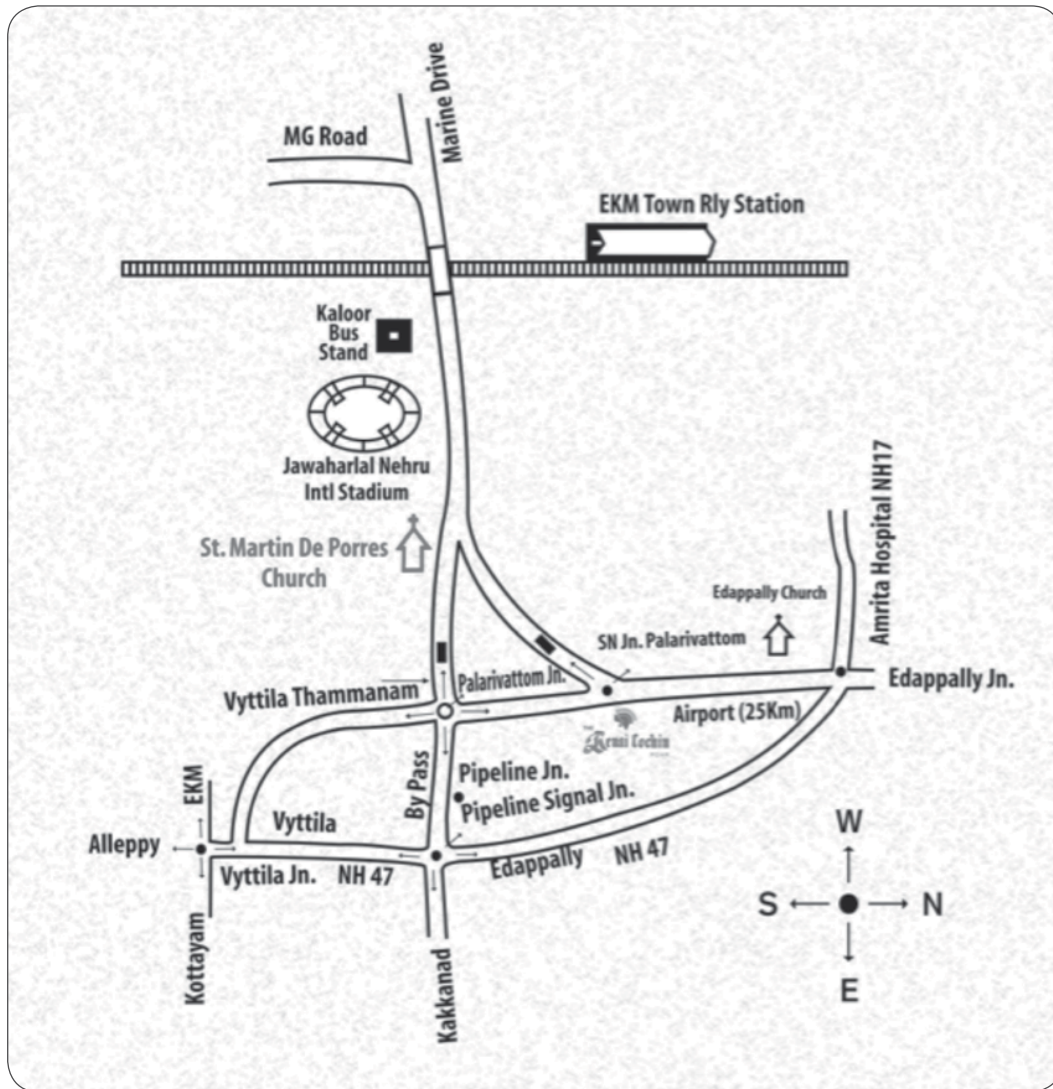
Phone: 0484-2901000, Fax : 0484-2979695

Details of the Director seeking appointment/re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Punnoose George	Mr. Radhakrishnan Nair
Date of Birth & Age	26-05-1959, 59 yrs	17-03-1955, 63 yrs
Nationality	Indian	Indian
Date of first Appointment on Board	29.04.1995	25.10.2017
Qualifications	B.Sc. Engg. , LLM	Master of Science, LLB, MBA (Financial Management)
Shareholding in Geojit Financial Services Ltd. (as on 31 March, 2018)	99,25,000 equity shares of ₹ 1/- each	Nil
Brief profile, experience and expertise in specific functional area	He is an industrialist of repute with interests in manufacturing industries, plantations and educational institutions. He is the Executive Director of Kottukulam Group - Kottayam, Executive Chairman - SAINTGITS Group of Institutions, Director and Partner of M/s. Concrete Products & Construction Company, Madras Group of Companies and Director of M/s. Youth Empowerment Skills Foundation.	Mr. Radhakrishnan Nair has four decades of experience in financial sector. He started his career as Probationary Officer with Corporation Bank in 1976 and rose up to the level of General Manager in 2005. He was Executive Director at Securities and Exchange Board of India (SEBI), Mumbai during the period from 2005 to 2010 and a Member (Finance and Investments) of Insurance Regulatory and Development Authority (IRDA), Hyderabad from 2010 to 2015. Mr. Radhakrishnan Nair is also an Independent Director on the Board of ICICI Prudential Life Insurance Company Ltd, ICICI Securities Primary Dealership Ltd and ICICI Prudential Trust Ltd among other Companies.
Director of other Indian Companies	<ol style="list-style-type: none"> 1. Kottukulam Engineers Pvt. Ltd 2. Unity Realtors Pvt. Ltd. 3. Geojit Technologies Pvt. Ltd. 4. Yulfono Estates Pvt. Ltd. 5. Youth Empowerment Skills Foundation 	<ol style="list-style-type: none"> 1. ICICI Prudential Life Insurance Company Ltd 2. ICICI Bank Limited 3. Inditrade Microfinance Ltd 4. ICICI Securities Primary Dealership Ltd 5. ICICI Prudential Trust Ltd 6. Touchstone Regulatory Advisors Pvt. Ltd 7. JRG Fincorp Ltd 8. Inditrade Housing Finance Ltd 9. Inditrade Community Foundation
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a Director	I. Member of Stakeholders' Relationship Committee <ol style="list-style-type: none"> 1. Geojit Financial Services Limited II. Member of Corporate Social Responsibility Committee <ol style="list-style-type: none"> 1. Geojit Financial Services Limited 2. Geojit Technologies Private Limited 	I. Member of Audit Committee: <ol style="list-style-type: none"> 1. ICICI Prudential Life Insurance Company Ltd 2. ICICI Prudential Trust Ltd 3. ICICI Bank Limited II. Member of Nomination and Remuneration Committee <ol style="list-style-type: none"> 1. Geojit Financial Services Limited III. Member of Corporate Social Responsibility Committee: <ol style="list-style-type: none"> 1. ICICI Bank Limited
Terms and Conditions of appointment or re-appointed along with remuneration and the last drawn remuneration	Appointed as Non Executive Director liable to retire by Rotation. He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings. ₹ 1,90,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2017-18.	Appointed as Non-Executive Independent Director and is not liable to retire by rotation. He is not eligible for remuneration. Other than sitting fees for attending Board & Committee Meetings. ₹ 1,80,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2017-18.
The Number of Meetings of the Board attended during the year	Three Meetings out of six meetings for FY 2017-18	Three Meetings post the appointment date (25.10.2017) out of six meetings for FY 2017-18
Relationships with other Directors, Manager and other Key Managerial Personnel	None	None

Route map to the 24th AGM venue



GEOJIT FINANCIAL SERVICES LIMITED

(Formerly known as Geojit BNP Paribas Financial Services Limited)

CIN : L67120KL1994PLC008403

Registered Office : 11th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024

Tel: 0484 2901000 | Fax: 0484 2979695 | e-mail: mailus@geojit.com | www.geojit.com

ATTENDANCE SLIP

24th ANNUAL GENERAL MEETING - AUGUST 02, 2018

DP ID		CLIENT ID	
FOLIO NO.		No. of shares	

I certify that I am a member/proxy/authorized representative for the member of the Company. I hereby record my presence at the **24th Annual General Meeting** of the Company at The Renai Cochin, Palarivattom, Kochi, Kerala - 682025 held on Thursday, August 02, 2018 at 4.00 p.m.

Signature of the Shareholder/Proxy

Name of the Shareholder/Proxy

Note: Please fill up this Attendance Slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote e-voting event number)	User ID	Password

Note: Please read instructions given at Note No.18 of the Notice of the 24th Annual General Meeting carefully before voting electronically.

GEOJIT FINANCIAL SERVICES LIMITED

(Formerly known as Geojit BNP Paribas Financial Services Limited)

CIN : L67120KL1994PLC008403

Registered Office : 11th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024

Tel: 0484 2901000 | Fax: 0484 2979695 | e-mail: mailus@geojit.com | www.geojit.com

PROXY FORM

24TH ANNUAL GENERAL MEETING - AUGUST 02, 2018

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :					
Registered Address :					
Email ID :					
DP ID:		CLIENT ID:		FOLIO NO.	

I / We, being the member(s) of _____ shares of Geojit Financial Services Limited, hereby appoint:

- (1) Name : _____
Address : _____
E-mail ID : _____
Signature : _____ or failing him/her; _____
- (2) Name : _____
Address : _____
E-mail ID : _____
Signature : _____ or failing him/her; _____
- (3) Name : _____
Address : _____
E-mail ID : _____
Signature : _____ or failing him/her; _____

And whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the Company, to be held on Thursday, August 02, 2018 at 4.00 p.m. at Renai Cochin, Palarivattom, Kochi, Kerala – 682 025 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below

SI No	Resolutions	*Vote	
		For	Against
Ordinary Business			
1.	Consider and adopt a) Audited Standalone Financial Statement, report of the Board of Directors and Auditors for the financial year ended 31 st March, 2018. b) Audited Consolidated Financial Statement for the financial year ended 31 st March, 2018.		
2	To declare a final dividend of ₹ 2 per equity shares for the financial year 2017-18		
3	Reappointment of Mr. Punnoose George, as Director who retires by rotation, being eligible, offers himself for re-appointment.		
Special Business			
4	Appointment of Mr. Radhakrishnan Nair as Independent Director of the Company		
5	Service of Documents to members pursuant to Section 20 of Companies Act, 2013 and to fix fees for serving of documents		
6	To consider obtaining loan/guarantee/security from Geojit Technologies (P) Ltd, Subsidiary Company.		
7	To consider granting loan/giving guarantee/providing security to Geojit Credits (P) Ltd, Subsidiary Company.		

Signed this _____ day of _____ 2018

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, and Notes, please refer to the Notice of 24th AGM.
3. *Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
4. A Proxy need not be a member of the Company.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.