



**GEOJIT
BNP PARIBAS**

Ref : GBNPP/SEC/LKJ/2015-16/NSE/040
Date: 06.08.2015

**The Manager,
Listing Department
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051
Fax No. 022-26598237/38**

SCRIP CODE : GEOJITBNPP - EQ

Dear Sir,

Sub: Proceedings of Annual General Meeting.

Pursuant to Clause 31(d) of the Listing Agreement, we have pleasure in attaching the Minutes of 21st Annual General Meeting of Members of Geojit BNP Paribas Financial Services Limited held on Thursday, the 30th July, 2015 at 3.00 PM at 'The Renai Cochin', Palarivattom, Kochi.

This is for your information and record.

Thanking you,
Yours faithfully,

For Geojit BNP Paribas Financial Services Ltd.

**Liju K Johnson
Company Secretary**



MINUTES OF THE PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF GEOJIT BNP PARIBAS FINANCIAL SERVICES LIMITED HELD ON THURSDAY, 30TH JULY, 2015 AT 3.00 P.M. AT THE RENAI COCHIN, PALARIVATTOM, KOCHI, KERALA - 682025.

Directors Present:

Mr.A.P.Kurian

Mr.C.J.George

Mr.R.Bupathy

Mr.Punnoose George

Members Present :

Promoters and Promoter Group - 3

Public : 71

In Attendance :

Chief Financial Officer – Mr. Joe Peter

Company Secretary – Mr.Liju K Johnson

The Register of Directors' and Key Managerial Personnel and their Shareholding was placed before the Meeting in accordance with the requirement of Section 170 of the Companies Act, 2013. The Certificates from Statutory Auditors of the Company to the effect that the Employee Stock Options Schemes have been implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions passed earlier by the Members were also placed before the Meeting. These remained opened and accessible during the continuance of the Meeting to all persons attended.

Mr.A.P.Kurian took the Chair pursuant to Article 55 of the Articles of Association of the Company.

After ascertaining that requisite quorum for the Meeting is present, the Chairman called the Meeting to order.

The Chairman extended a warm welcome to all Members present and thereafter introduced the Directors and other persons sitting on the Dias. The Chairman also informed that Mr. Ramachandran, Statutory Auditor has been exempted from attending the meeting due to his indisposition.

The Chairman thereafter read out the Chairman's Statement for the year, as circulated earlier along with the annual report.

With the unanimous consent of Members present, the Notice dt.20th May, 2015 convening the Annual General Meeting of the Company together with the Directors' Report for the Financial Year ended 31st March 2015 as previously circulated was taken as read.

The signed Auditors' Report was kept on the table throughout the Meeting and with the consent of the members present, the Auditors' Report dt. 20th May 2015 and Annexure to Auditors' Report was taken as read.

The Chairman informed the shareholders present that the Company has provided remote e-voting facility to the shareholders to cast their votes at this AGM in respect of all the business mentioned in the Notice. Remote e-voting facility was kept open from 26th July, 2015, Sunday (9.00 a.m) to 29th July, 2015, Wednesday (5.00 p.m). Mr.Satheesh Kumar N, Practicing



Company Secretary was appointed as scrutinizer in connection with remote e-voting process and also at the AGM for scrutinizing the poll process.

The Chairman also informed that there will be no show of hands at the AGM. In order to enable the members present at the meeting in person or proxy to cast their votes, a poll will be taken in respect of all the resolutions contained in the notice. Shareholders who had voted through e-voting would not be allowed to take part in this polling.

Thereafter, the business of the Meeting as per agenda circulated with Notice was taken up item-wise.

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

The Chairman moved the following resolution relating to adoption of Financial Statements for the financial year 2014-15, to be passed as an **Ordinary Resolution**.

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2015 together with the Directors’ Report, Auditor’s Report and other Annexures thereto be and are hereby approved and adopted.”

	(No. of shares)		
	Votes in favour	Votes against	Total
E-voting	80883209	30	80883239
Poll	74632899	50	74632949
Total	155516108	80	155516188

% of Votes in favour of the resolution : 99.999%

% of Votes against the resolution : 0.000%

Based on the above, the resolution was passed with requisite majority.

Item No. 2 – Declaration of Dividend

The Chairman informed the Members that the Board of Directors has recommended a dividend of Rs.1.75 per equity share for the financial year 2014-15. He moved the following resolution relating to declaration of final dividend, to be passed as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the recommendations of the Board of Directors, dividend @ Rs.1.75 per share on equity share capital of the Company for the year ended 31st March, 2015 be and is hereby declared out of the current profits of the Company and the same be paid to those shareholders, whose names appear on the Company’s Register of Members as on 30th July 2015 and to those members whose names appear in the statements of beneficial ownership furnished by NSDL and CDSL as at the closing hours of 27th July 2015.”

	(No. of shares)		
	Votes in favour	Votes against	Total
E-voting	80883009	230	80883239
Poll	74634999	0	74634999
Total	155518008	230	155518238

% of Votes in favour of the resolution : 99.999%

% of Votes against the resolution : 0.000%

Based on the above, the resolution was passed with requisite majority.



Item No. 3 - Re-appointment of Mr. Punnoose George

The Chairman moved the following resolution relating to re-appointment of Mr. **Punnoose George** as a Director of the Company, to be passed as an **Ordinary Resolution** -

"RESOLVED THAT Mr. Punnoose George (holding DIN 00049968) who retires from the Board at this time in accordance with the provisions of Section 149, 152 of the Companies Act, 2013 be and is hereby reappointed as a director of the company whose period of office will be liable to retire by rotation".

	(No. of shares)		
	Votes in favour	Votes against	Total
E-voting	80882494	730	80883224
Poll	74634499	500	74634999
Total	155516993	1230	155518223

% of Votes in favour of the resolution : 99.999%

% of Votes against the resolution : 0.000%

Based on the above, the resolution was passed with requisite majority.

Item No. 4 – Re-appointment of Statutory Auditors

The Chairman moved the following resolution relating to re-appointment of M/s. Deloitte Haskins & Sells, Kochi, Chartered Accountants as Auditors of the Company, to be passed as an **Ordinary Resolution**-

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under as amended from time to time, M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration No.008072S), the Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of provisions of Section 141 of the Companies Act, 2013 and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out of pocket expenses etc as may be mutually agreed by the Board of Directors of the Company and the Auditors."

	(No. of shares)		
	Votes in favour	Votes against	Total
E-voting	80882609	530	80883139
Poll	74634999	50	74635049
Total	155517608	580	155518188

% of Votes in favour of the resolution : 99.999%

% of Votes against the resolution : 0.000%

Based on the above, the resolution was passed with requisite majority.

SPECIAL BUSINESS

Item No. 5 – Re-appointment of Mr. C.J. George as Managing Director of the Company.



The Chairman moved the following resolution relating to re-appointment of Mr. C.J. George as Managing Director of the Company , to be passed as an **Ordinary Resolution** –

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act, the Company hereby approves the re-appointment of Mr. C.J. George (DIN 00003132) as the Managing Director of the Company for a period of five years with effect from 24th November, 2014 on the following terms and conditions with authority to the Board of Directors to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. C J George –

Elements of Remuneration		Annual (Rs.)
1	Basic Pay (with annual increment at 10% per annum)	5797836
2	HRA of Rs.20000/- with cost of furnishing upto Rs.3 lakh during the contract period (5 years) with provision to take over the furniture, fittings, appliances etc. at the time of leaving the Company at the then book value in the Company's books (or) free furnished Company accommodation, the cost of which to the Company, not exceeding 50% of salary.	240000
3	Meals Allowance/Sodexo.	30000
	Gross Salary	6067836
4	Company's contribution to Provident Fund @12% of Basic Pay as applicable to the employees of the Company	695740
5	Annual Leave Travel Allowance (Half month's Basic Pay) - as applicable to the employees of the Company. Family of MD means spouse, dependant children and dependant parents	241577
6	Annual Medical Allowance - One months Basic Pay annually or five months Basic Pay payable over a period of 5 years	483153
7	Reimbursement of expenses towards house utilities such as Telecommunications, gas, electricity, water, housing society charges, servant's salary, maintenance of furnishings in the house occupied by MD.	The value of such perquisites restricted to Rs.5,00,000/- p.a.
8	Annual Premium towards Mediclaim Policy of sum Assured Rs.10 lakh for MD and Spouse as applicable to the employees of the Company.	20105
9	Annual Premium towards Personal Accident Insurance Policy for MD for cover of Rs.25 lakh.	248
10	Annual Premium towards Overseas Travel Insurance for Official travel of MD, by road, rail or air, for USD 5, 00,000.	4964
11	Annual Premium towards the Group Gratuity Scheme as applicable to the employees of the Company	
12	Residential Telephone: Personal long distance telephone calls shall be billed by the Company to the Managing Director	
13	Reimbursement of expenses actually and properly incurred by MD for the business of the Company	
14	Leave and Leave Encashment as applicable to the employees of the Company	
15	Club fees of maximum 2 clubs which will not include admission and life membership fees	



16	Use of Company Car and Driver for Official and personal use subject to tax as per Income Tax Rules.
17	Commission: 1.5% of the net profits of the Company before tax as computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. C J George as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents or instructions as may be required including the delegation of all or any of its powers as conferred herein, to any directors and / or officers of the Company as it may deem necessary, to give effect to this resolution."

The Chairman to request the attendees to deposit the ballot paper in the ballot box after casting their vote.

	Votes in favour	Votes against	(No. of shares) Total
E-voting	80882694	530	80883224
Poll	74634999	0	74634999
Total	155517693	530	155518223

% of Votes in favour of the resolution : 99.999%

% of Votes against the resolution : 0.000%

Based on the above, the resolution was passed with requisite majority.

All the items of the Agenda having been transacted, the Chairman concluded the Meeting at 4.30 p.m. with thanks to all the Members present for attending the Meeting and invited them to join him for tea.

CERTIFIED TRUE COPY

CHAIRMAN

For Geojit BNP Paribas Financial Services Limited


Liju K. Johnson
Company Secretary

