

SATHEESH AND REMESH
COMPANY SECRETARIES

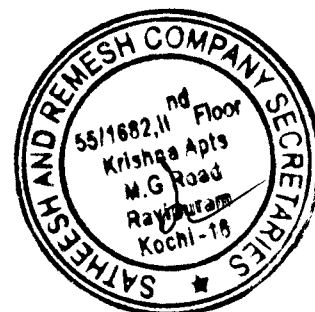


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14.07.2014

Report to the Chairman of *GEOJIT BNP PARIBAS FINANCIAL SERVICES LTD*, 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 -682024 hereinafter referred to as "the Company", on E-voting conducted by the Company to pass 8 (Eight) Ordinary Resolutions as contained in the Notice dated 12th June 2014, for the Annual General Meeting to be held on 15th July 2014.

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 19th May 2014 to conduct E-voting for passing of 8 (Eight) Ordinary Resolutions as contained in the Notice dated 12th June 2014.
2. In E-voting, members had to vote by logging on to www.evoting.nsdl.com and following the procedure laid down in the notice dated 12th June 2014. The E-voting period commences on 9th July, 2014 – Wednesday (9:00 am) and ends on 11th July, 2014 – Friday (6:00 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 NDSL, before 6 PM on 11th July, 2014 in respect of Resolution(s) as set out therein.
4. Members' demographic details, their voting rights and voting pattern were provided by NDSL. 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 E-voting, 4, 83, 47,608 votes have been cast and for the 8 (Eight) resolutions, and more than 99% votes were in favor of the 8 (Eight) resolutions as set in the notice. Based on this, I report that the 8 (Eight) resolutions as contained in the said Notice have been passed with requisite majority.

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

Annexure-1

E-Voting

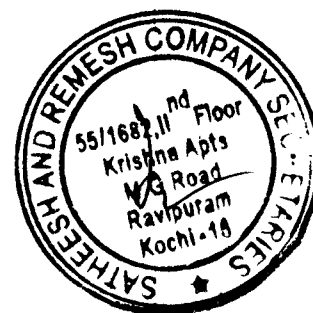
Number of members who participated in e- voting – 45 Nos. (Forty Five)

Item No 1.

To receive, consider and adopt Financial Statements for the year ended 31st March 2014 including audited Balance Sheet as at 31st March 2014 and the statement of profit and loss for the year ended on that date and the report of the Board of Directors and Auditors thereon` - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	45	48347608.00	100.00
Assent	43	48344553.00	99.999
Dissent	2	3055.00	.001
Total	45	48347608.00	100.00

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



Item No 2.

To declare final dividend for the Financial Year 2013-14- *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	44	48347603.00	100.00
Assent	43	48344553.00	99.999
Dissent	1	3050.00	.001
Total	44	48347603.00	100.00

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

Item No 3.

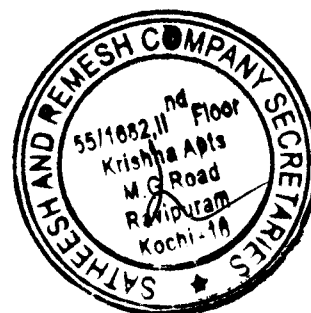
To appoint a director in place of Mr. Jean Christophe Gougeon (holding DIN 02561258), who retires by rotation and being eligible seeks reappointment - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	43	48346938.00	100.00
Assent	36	48338113.00	99.999
Dissent	7	8825.00	0.001
Total	43	48346938.00	100.00

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

Item No 4.

To appoint M/s Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration No. 008072S) as statutory auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration – as a *Ordinary Resolution*



Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	44	48345608.00	100.00
Assent	38	48337123.00	99.999
Dissent	6	8485.00	.001
Total	44	48345608.00	100.00

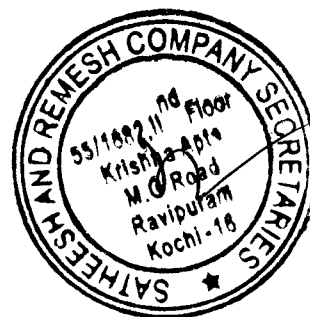
Thus, the Ordinary Resolution as contained in Item No.4 of the Notice, is passed with requisite majority.

Item No – 5

“RESOLVED THAT pursuant to the provisions of Section 149,152 and such other applicable provisions of 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 IV of the Companies Act 2013, Mr. A P Kurian (holding DIN 00008022) who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to July 14, 2019.” – *Ordinary Resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	45	48347608.00	100.00
Assent	37	48336663.00	99.999
Dissent	8	10945.00	.001
Total	45	48347608.00	100.00

Thus, the Ordinary Resolution as contained in Item No.5 of the Notice, is passed with requisite majority.



Item No 6

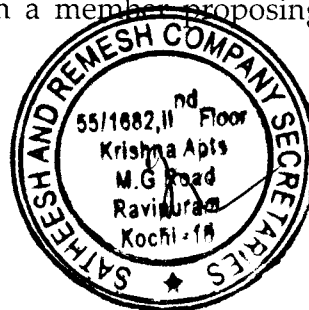
"RESOLVED THAT pursuant to the provisions of Section 149,152 and such other applicable provisions of Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force)read with Schedule IV of the Companies Act 2013, Mr. Ramanathan Bupathy (holding DIN 00022911) who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 14, 2019."- *Ordinary Resolution*

Particulars	No. of E votes	No. of votes contained in the E- votes	Percentage
Received	44	48347108.00	100.00
Assent	38	48336163.00	99.999
Dissent	6	10945.00	.001
Total	44	48347108.00	100.00

Thus, the Ordinary Resolution as contained in Item No.6 of the Notice, is passed with requisite majority.

Item No 7

"RESOLVED that pursuant to the provisions of Section 149,150,152 and such other applicable provisions of 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 IV of the Companies Act 2013, Mr. Mahesh Vyas (holding DIN 00338749) whose period of office is liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his



candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 14, 2019.." *Ordinary Resolution*

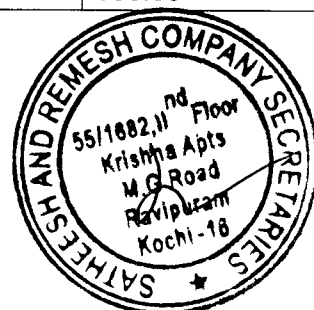
Particulars	No. of E votes	No. of votes contained in the E- votes	Percentage
Received	43	48340368.00	100.00
Assent	35	48334163.00	99.999
Dissent	8	6205.00	.001
Total	43	48340368.00	100.00

Thus, the Ordinary Resolution as contained in Item No.7 of the Notice, is passed with requisite majority.

Item No 8

"RESOLVED THAT Ms. Franciska Maria Godelieve Decuypere (holding DIN 06869435) who was appointed as Additional Director of the Company with effect from May 14, 2014 in terms of Section 161(1) of the Companies Act 2013 and Article 86(1) of Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation." - *Ordinary Resolution*

Particulars	No. of E votes	No. of votes contained in the E- votes	Percentage
Received	45	48347608.00	100.00
Assent	38	48338633.00	99.999
Dissent	7	8975.00	.001
Total	45	48347608.00	100.00



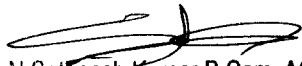
Thus, the Ordinary Resolution as contained in Item No.8 of the Notice, is passed with requisite majority.

Thus, all the resolutions as contained in of the Notice dated 12th June 2014, under the various provisions of the Companies act as set above 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

For Satheesh And Remesh
Company Secretaries


N Satheesh Kumar B Com, ACS
Partner. C.P.No.6607

N Satheesh Kumar
Partner

