

SATHEESH AND REMESH
COMPANY SECRETARIES



Bldg. No. 55/1682, 2nd Floor,
Krishna Apartments, M G Road,
Ravipuram, Ernakulam, Kochi-
682016, 0484 4046732
Mobile: 9746094939 9447431347
Email: Sathveeka001@gmail.com

16.07.2014

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]

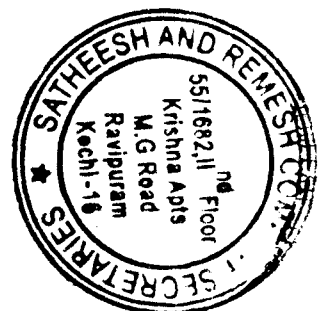
To,
Chairman

GEOJIT BNP PARIBAS FINANCIAL SERVICES LTD for Annual General Meeting of
the Equity Shareholders held on Tuesday, 15th day of July 2014 at 4.00 PM at The Renai
Cochin, Palarivattom, Kochi, Kerala 682024.

Dear Sir,

I, Satheesh Kumar N Partner, Satheesh and Remesh Company secretaries, 55/1682, 2nd
floor, Krishna apartments, MG Road, Ravipuram Ernakulam-682016, appointed as
Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the
Annual General Meeting of the Equity Shareholders of **GEOJIT BNP PARIBAS
FINANCIAL SERVICES LTD**, on Tuesday, 15th day of July 2014 at 4.00 PM at The
Renai Cochin, Palarivattom, Kochi, Kerala 682024 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 were 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:

Resolution 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*

(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.
62	11,75,26,731	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
2	525	.001



(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,630

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

Note. One of the shareholder Smt. Shelfy Sarto holding 1000 nos of equity shares voted her 50% in favour of the resolution no .1 and 50% against the said resolution. Hence his name is considered both in favour of the said resolution and against the said resolution.

ResolutionNo.2 .

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

(i) Voted in favor of the resolution:

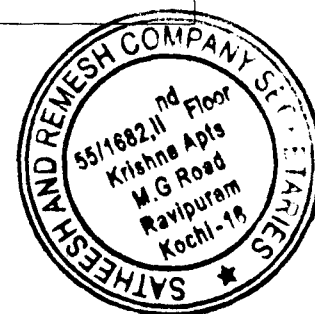
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
57	11,75,24,681	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
4	825	.001

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	54,380



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

Resolution 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*

(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.
64	11,75,27,956	100

(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	Total number of votes cast by them
5	51,930

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



Resolution 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- Ordinary Resolution.

(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.
63	11,75,27,931	100

(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

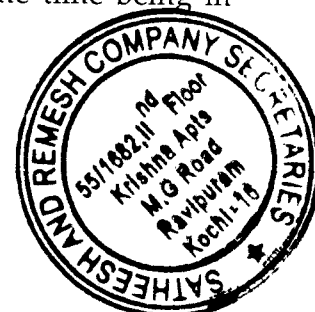
(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	51955

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

Resolution 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 upto July 14, 2019." *Ordinary Resolution*

(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.
62	11,75,27,855	99.999

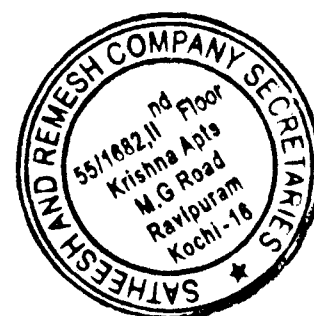
(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
1	1	.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,030

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



Resolution 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*

(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.
61	11,75,27,655	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
2	201	.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,030

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



Resolution 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*

(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.
63	11,75,27,856	100

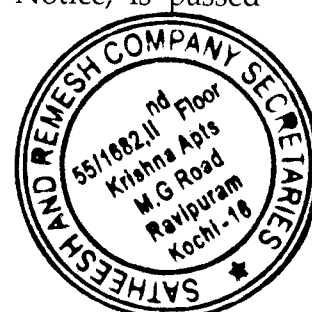
(ii) Voted against the resolution:

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	Total number of votes cast by them
6	52,030

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



Resolution 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

(i) Voted in favor of the resolution:

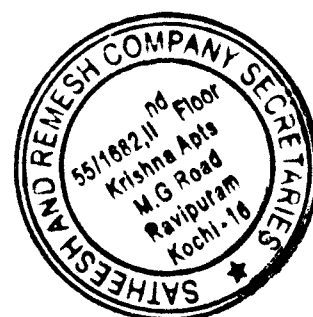
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
62	11,75,27,855	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
1	1	.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,030



Thus, the Ordinary Resolution as contained in Item No.8 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.

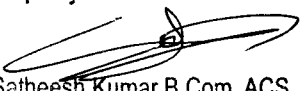
Thanking you

Yoursfaith fully

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

