

CERTIFIED TRUE COPY OF THE MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GEOJIT BNP PARIBAS FINANCIAL SERVICES LTD HELD ON FRIDAY, 12TH JULY, 2013 AT 4.00 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
Mr.Jean Christophe Gougeon

Members Present :

Individual members - 62
Representative of body corporate - 1
Proxies - 7

In Attendance :

Representative of Statutory Auditors – Mr. M Ramachandaran
Chief Financial Officer – Mr.Binoy Varghese Samuel
Company Secretary – Mr.Liju K Johnson

The Register of Directors' Shareholding was placed before the Meeting in accordance with the requirement of Section 307 (7) of the Companies Act, 1956. 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 thereafter read out the Chairman's Statement for the year, as circulated earlier along with the accounts.

With the unanimous consent of Members present, the Notice dt.22nd May 2013 convening the Annual General Meeting of the Company together with the Directors' Report for the Financial Year ended 31st March 2013 as previously circulated was taken as read.

The signed Auditors' Report was kept on the table throughout the Meeting. As requested by the Chairman, the Company Secretary read the Auditors' Report dt.22nd May 2013. With the consent of Members present, the Annexure to the Auditors' Report was taken as read.

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



ORDINARY BUSINESS

Item No. 1 - Adoption of Annual Accounts for the year 2012-13

The Chairman moved the following resolution relating to adoption of Annual Accounts for the financial year 2012-13, to be passed as an **Ordinary Resolution**.

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2013 and the Profit and Loss Account for the year ended 31st March 2013 together with the Directors’ Report, Auditors’ Report, and other Annexures thereto be and are hereby approved and adopted.”

Mrs. Smitha John Anthraper, a shareholder proposed the resolution.

Mr. S Mathukutty another shareholder seconded it.

Before the above resolution was put to vote, the Chairman invited queries/comments from the Members on the audited accounts of the Company. Thereafter Mr.C.J.George, Managing Director answered the queries of the Members to their satisfaction. He briefed about the performance of the Company during the year under review as well as the first quarter of the current financial year.

The resolution was thereafter put to vote by show of hands.

The Chairman then declared the resolution as passed unanimously.

Item No. 2 – Confirmation of payment of Interim Dividend and Declaration of Final Dividend for the year 2012-13.

The Chairman informed the Members that the Board of Directors has recommended a final dividend of 25 paise per equity share making in all a total dividend of Re.1/- per equity share (including an interim dividend paid at the rate of 75 paise per equity share during March 2013) for the financial year 2012-13. He moved the following resolution relating to declaration of final dividend, to be passed as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the company a final dividend at the rate of 75 paise per equity share making in all a total dividend of Re.1/- per equity share including an interim dividend paid at the rate of 25 paise per equity share during March 2013 be declared and the said final dividend be payable to all the shareholders whose names appear in the statements of beneficial ownership furnished by NSDL and CDSL as at the closing hours of 8th July 2013.”

Mr. C P Thomas, a shareholder proposed the resolution.

Mr. Sudhakaran Nair, another shareholder seconded it.

The resolution was put to vote by show of hands.

The Chairman then declared the resolution as passed unanimously.

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

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 who retires from the Board at this time in accordance with the provisions of Section 256 of the Companies Act, 1956 and Article 80 of the Company’s



Articles of Association be and is hereby reappointed as a Director of the company whose period of office will be liable to retire by rotation”.

Mr. Navaneeth Kumar Kamath, a shareholder proposed the resolution.

Mr. George Parackel another shareholder seconded it.

The resolution was put to vote by show of hands.

The Chairman then declared the resolution as passed unanimously.

Item No. 4 - Re-appointment of Mr.Rakesh Jhunjhunwala as Director

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

“RESOLVED THAT Mr.Rakesh Jhunjhunwala who retires from the Board at this time in accordance with the provisions of Section 256 of the Companies Act, 1956 and Article 80 of the Company’s Articles of Association be and is hereby reappointed as a director of the company whose period of office will be liable to retire by rotation”.

Mr. George Sonny, a shareholder proposed the resolution.

Mr. Santhosh Kumar another shareholder seconded it.

The resolution was put to vote by show of hands.

The Chairman then declared the resolution as passed unanimously.

Item No. 5 – 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 M/s Deloitte Haskins & Sells, Chartered Accountants, 1st Floor, Wilmont Park Business Centre,Warriam Road, Kochi – 682016, (ICAI Registration No.008072S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be determined by the Board.”

Mr. Jojoy Joy, a shareholder proposed the resolution.

Mr. Ramanan K R another shareholder seconded it.

The resolution was then put to vote by show of hands.

The Chairman then declared the resolution as passed unanimously.

All the items of the Agenda having been transacted, the Chairman concluded the Meeting at 5.30 p.m. with thanks to all the Members present for attending the Meeting and invited them to join him for tea.

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Sd/-
CHAIRMAN

For Geojit BNP Paribas Financial Services Limited


Diju K. Johnson
Company Secretary

