



**GEOJIT
BNP PARIBAS**

Ref: GBNPP/SEC/LKJ/2012-13/NSE/039
Date: 13.08.2012

The Manager,
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block - G,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051.
Fax No.022-26598237/38

GEOJITBNPP EQ

Sub: Proceedings of Annual General Meeting.

In accordance with Clause 31 of Listing Agreement, please find enclosed herewith the copy of proceedings of the 18th Annual General Meeting of the Company held on 12th July, 2012. The shareholders of the Company have approved the following proposals in the Meeting -

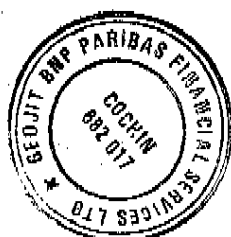
1. Adoption of Annual Accounts for the year ended 31st March 2012.
2. Payment of dividend @ 75 paise per equity share of Re.1 each for the year 2011-12.
3. Re-appointment of Mr. Mahesh Vyas and Mr.Olivier Le Grand as directors retiring by rotation.
4. Re-appointment of M/s.Deloitte Haskins & Sells, Kochi as Statutory Auditors.
5. Appointment of Mr. Jean Christophe Gougeon as a Director.

This is for your information and record.

Thanking you,
Yours faithfully,

For Geojit BNP Paribas Financial Services Ltd.

Liju K Johnson
Company Secretary



**CERTIFIED TRUE COPY OF THE MINUTES OF THE PROCEEDINGS OF THE
18TH ANNUAL GENERAL MEETING OF GEOJIT BNP PARIBAS FINANCIAL
SERVICES LIMITED HELD ON THURSDAY, 12TH JULY, 2012 AT 4.00 P.M. AT
HOTEL INTERNATIONAL, VEEKSHANAM ROAD, KOCHI - 682 035.**

Directors Present :

Mr.A.P.Kurian
Mr.C.J.George
Mr.R.Bupathy
Mr.Punnoose George
Mr.Jean Christophe Gougeon

Members Present :

Individual members - 48
Representative of body corporate - 6
Proxies - 2

Others Present :

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 open 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.29th May 2012 convening the Annual General Meeting of the Company together with the Directors' Report for the Financial Year ended 31st March 2012 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.29th May 2012. 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 2011-12

The Chairman moved the following resolution relating to adoption of Annual Accounts for the financial year 2011-12, to be passed as an **Ordinary Resolution**.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2012 and the Profit and Loss Account for the year ended 31st March 2012 together with the Directors' Report, Auditors' Report, and other Annexures thereto be and are hereby approved and adopted."

Mr. Jose Lewis a shareholder proposed the resolution.

Mr. Zachariah 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 - Declaration of dividend for the year 2011-12

The Chairman informed the Members that the Board of Directors has recommended a dividend of 75 paise per equity share for the financial year 2011-12. He moved the following resolution relating to declaration of dividend, to be passed as an **Ordinary Resolution**.

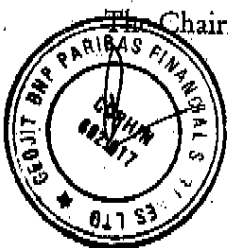
"RESOLVED THAT pursuant to the recommendations of the Board of Directors, dividend @ 75 paise per share on equity share capital of the Company for the year ended 31st March 2012 be and is hereby declared out of the current profits of the Company and the same be paid to those shareholders, whose names appear on the Company's Register of Members as on 12th July 2012 and to those deemed members whose names appear in the statements of beneficial ownership furnished by NSDL and CDSL as at the closing hours of 8th July 2012."

Mr. Arun Andicot, a shareholder proposed the resolution.

Mr. C P Thomas, 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.Mahesh Vyas as Director

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

"RESOLVED THAT Mr.Mahesh Vyas 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.Arvindakshan, 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.Olivier Le Grand as Director

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

"RESOLVED THAT Mr.Olivier Le Grand 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.Gopinath, a shareholder proposed the resolution.

Mr.Akhilesh Agarwal, another shareholder seconded it.

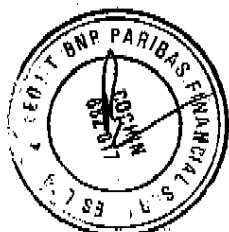
The resolution was put to vote by show of hands.

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. Harish Kumar, a shareholder proposed the resolution.

Mr. Navaneeth Kumar Kamath, another shareholder seconded it.

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

The Chairman then declared the resolution as passed unanimously.

SPECIAL BUSINESS

Item No. 6 - Appointment of Mr. Jean Christophe Gougeon as a Director

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

"RESOLVED THAT Mr. Jean Christophe Gougeon, who was appointed by the Board of Directors as an Additional Director with effect from 19th March 2012 under Article 86 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notices in writing under Section 257 of the Companies Act, 1956, from certain members proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

Mr. Vipin Nadakkal, a shareholder proposed the resolution.

Mr. Mathew George, another shareholder seconded it.

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

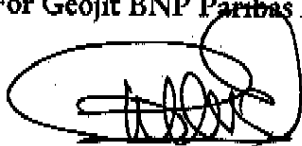
The Chairman then declared the resolution as passed unanimously.

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 a cup of tea.

CERTIFIED TRUE COPY

CHAIRMAN

For Geojit BNP Paribas Financial Services Limited



Liju K Johnson
Company Secretary

