

## Geofin Comtrade Limited

CIN - U51909KL2008PLC031863

Registered Office – 10<sup>th</sup> Floor, Geojit BNP Paribas Building

34/659-P, Civil Line Road, Padivattom, Kochi – 682 024

Phone – 0484 2901050, website – www.geofin.co.in, email id – achyuth@geofin.co.in

### NOTICE

**Notice** is hereby given that the eighth Annual General Meeting of the members of **Geofin Comtrade Limited** will be held at a shorter notice at 11.00 a.m, on Friday, 30<sup>th</sup> September 2016 at the registered office of the Company at 10<sup>th</sup> Floor, Geojit BNP Paribas Building, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024 to transact the following business.

#### I. Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of the Profit and Loss Account along with the Directors' Report and Auditors' Report.
2. To appoint a Director in place of Mr. C.P. Krishnan, who retires by rotation and being eligible offers himself for re-appointment
3. To re-appoint the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix remuneration and for the purpose, to consider and thought fit, to pass the following resolution with or without modification(s) as an **ordinary resolution**

**“RESOLVED THAT** M/s. Varma & Varma, Chartered Accountants, Kochi (ICAI Registration No. 004532S) be and are hereby re-appointed as the statutory auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors.”

#### II. Special Business

4. To consider if thought fit, to pass the following resolution with or without modification (s) if any, as a **special resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) the consent of the members of the Company be and are hereby accorded for revising the terms and conditions of re-appointment of Mr. C.P. Krishnan, Whole-time Director for one year with effect from 1<sup>st</sup> December, 2015

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the consent of the shareholders in the ensuing General Meeting be and are hereby accorded to pay the managerial remuneration upto double the permissible limits to the Whole-time Director of the Company.”

Sl. No	Particulars of remuneration	Monthly	Annual
1	Basic Pay	25,000	3,00,000

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2	House Rent Allowance @ 50% of the basic salary	12,500	1,50,000
3	Meals Allowance/Sodexo	1,250	15,000
4	Medical Allowance	1,250	15,000
5	Academic Allowance	1,000	12,000
6	Conveyance Allowance	1,600	19,200
7	Special Allowance	92,442	11,09,304
	<b>Gross Salary</b>	<b>1,35,042</b>	<b>16,20,504</b>
8	PF contribution by the Company	3,000	36,000
9	Reimbursement of telephone expenses	3,000	36,000
10	Reimbursement towards household utilities such as electricity, gas, telecommunications, water, housing society charges, servant's salary, furnishing etc	3,500	42,000
11	Reimbursement of Club Expenditure		2,500
12	Reimbursement of Credit Card	1,000	12,000
13	Annual Leave Travel Allowance (Half month's basic pay) applicable to the employees of the Company		12,500
14	Annual Premium towards Mediclaim Policy for self and spouse		37,660
15	Annual Premium towards Personal Accident Insurance for self		275
16	Annual Premium towards Group Gratuity Scheme as applicable to the employees of the Company		563
	<b>Total Cost to the Company</b>	<b>1,45,542</b>	<b>18,00,002</b>
17	Leave and leave encashment as applicable to the employees of the Company		
18	Company's car for official and limited personal purpose		
19	Reimbursement of expenses – expenses actually and properly incurred for the business of the Company shall be reimbursed.		
20	Commission – In such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company subject to the maximum limit specified and calculated in accordance with the provisions of Sections 197 & 198 of the Companies Act, 2013.		

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5. To consider if thought fit, to pass the following resolution with or without modification (s) if any, as a **special resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force) in the event of there being loss or inadequacy of profit for any financial year, the consent of the shareholders in the ensuing General Meeting be and are hereby accorded to pay the managerial remuneration upto double the permissible limits to the executive directors of the Company

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions 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 Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government Authority/Agency/Board, if any, approval of the Company be and is hereby accorded to pay a remuneration upto Rs. 45,00,000/- (Rupees Forty Five Lakhs Only) per annum to Mr. Girish Dev, (DIN 01311153) Managing Director of the Company

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion, it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the Government Departments, as may be required in this regard

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Girish Dev, Managing Director, (DIN 01311153) including the components of the above mentioned remuneration payable to him subject to the overall cap of Rs. 45,00,000/- (Rupees Forty Five Lakhs Only) per annum.”

**By the order of Board of Directors**

**Sd/-**

**Girish Dev**

**Managing Director and CEO**

**Date : 19-09-2016**

**Place : Cochin**

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**Notes**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.THE INSTRUMENT OF PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

Date : 19-09-2016

Place : Cochin

By the order of Board of Directors

Sd/-

Girish Dev

Managing Director and CEO

**Explanatory statement under Section 102 of Companies Act, 2013 for item numbers 4 and 5**

Mr. C.P. Krishnan was appointed as Whole-time Director of the Company at the meeting of the Board of Directors that was held on 13-11-2015. The said matter should be approved by the shareholders of the Company. Therefore the consent of the members are accorded for passing the same as a special resolution.

In the event of loss or inadequacy of profits the remuneration of the executive directors shall be paid after obtaining the consent of the shareholders. Therefore the consent of the shareholders are obtained to pay remuneration to the executive directors upto double the permissible limits and the same is approved by passing a special resolution.

Date : 19-09-2016

Place : Cochin

By the order of Board of Directors

Sd/-

Girish Dev

Managing Director and CEO

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## Route Map of AGM Venue

10th Floor, Geojit BNP Paribas Building, Civil Line Road (Padivattom- Kakkanad Route)

Adjacent to St. Michael's Church, Chembumukku

