

NOTICE

Notice is hereby given that the eighth Extraordinary General Meeting of the members of **Geofin Comtrade Limited** will be held at a shorter notice at 11.00 a.m, on Friday, 10th March 2017 at the registered office of the Company at 10th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024 to transact the following business.

I. Special Business

1. To amend objects clause of the Memorandum of Association of the Company

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 4 read with Section 13 of the Companies Act, 2013 and subject to the approval of members in the general meeting, the Objects Clause of the Memorandum of Association of the Company be and is hereby amended by adding the following clauses in Clause III (A)

1. To establish and carry on the business of offering various research, financial and advisory services such as investment counselling, financial consultancy relating to equities, commodities, mutual funds, insurance, currencies, other financial derivatives and investment avenues to clients and external agencies including individuals as per the applicable laws.
2. To carry out the business of distribution and to solicit sale of commodities, mutual funds, insurance-both life and non-life, deposits, commercial papers, debentures, bonds and other securities issued or guaranteed by any company, firm, body corporate, central and state government or any other authority in India or outside as agent, broker, sub-broker, third party administrator, surveyor, consultant or advisor to clients.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary be and are hereby authorised jointly and/or severally to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to this resolution and to agree to such modification, terms and conditions with reference thereto as may be directed by the prescribed authorities, and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, in its absolute discretion deem necessary or desirable.”

2. To re-appoint Mr. Manish Gupta as the Independent Director of the Company

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 provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 read with relevant Rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Schedule IV of the Companies Act, 2013, Mr. Manish Gupta, whose appointment terms as an Independent Director which expires on 30th March 2017 be and is hereby re-appointed as an Independent Director of the Company for a period of two years with effect from 31-03-2017.”

3. To re-appoint Mr. Ramachandran Vadakekath as the Independent Director of the Company

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 provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 read with relevant Rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Schedule IV of the Companies Act, 2013, Mr. Ramachandran Vadakkedath, whose appointment terms as an Independent Director which expires on 30th March 2017 be and is hereby re-appointed as an Independent Director of the Company for a period of two years with effect from 31-03-2017.”

Date : 08-03-2017
Place : Cochin

By the order of Board of Directors
Sd/-
Vinodkumar Balakrishnan
Managing Director and CEO

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 : 08-03-2017
Place : Cochin

By the order of Board of Directors
Sd/-
Vinodkumar Balakrishnan
Managing Director and CEO

Explanatory statement under Section 102 of Companies Act, 2013 for item number 1

The Company expands its business into equities, mutual funds, insurance, currencies and other financial derivatives that have good potential. For that the Objects Clause of the Memorandum of Association of the Company shall be amended. As per Section 13 of the Companies Act, 2013 the amendment of Memorandum of Association of a Company shall be approved by the members. Hence the said matter is placed before the members of the Company to approve via special resolution.

Explanatory statement under Section 102 of Companies Act, 2013 for item numbers 2 and 3

As per Sections 149, 152 of the Companies Act, 2013 read with Schedule IV, the consent of the members is required to re-appoint Independent Directors. Hence the said matters are placed before the members of the Company to approve via special resolution.

Mr. Manish Gupta is of 43 years of age. He has a Master's Degree in Business Administration from IIM (Indian Institute of Management), Ahmedabad and has more than 19 years of experience. His present terms and conditions are set out in the special resolution which is item number 2. He was first appointed on the Board with effect from 14th November 2008 and he holds 48,760 equity shares in the Company. Mr. Manish Gupta has attended two board meetings of the Company during the year 2016-2017. He is an Independent Director in Geofin Capital Services Limited and he is also a member of the Audit Committee. He is a Designated Partner in Gutz Feel Film Production LLP. He has Directorships in Fullife Healthcare Private Limited, 3D Technopack Limited, Pegasus Assets Reconstruction Private Limited, Solidarity Advisors Private Limited and Inventurus Knowledge Services Private Limited. The Board of Directors in their meeting held on 7th March 2017 has re-appointed Mr. Manish Gupta as an Independent Director and the Board recommends the said re-appointment before the shareholders for their consent.

Mr. Ramachandran Vadakkedath is of 64 years of age. He is a Company Secretary with a Master's Degree in Law. He had done his CAIIB from IIFB (Indian Institute of Banking and Finance). In addition to the above qualifications he also holds a Bachelor's Degree in Science from St. Thomas College, Thrissur. Mr. Ramachandran Vadakkedath has more than 40 years of experience in various fields including secretarial and legal. His present terms and conditions are set out in the special resolution which is item number 3 and he has attended three board meetings of the Company during 2016-2017. He was first appointed on the Board with effect from 31st March 2015. The Board of Directors in their meeting held on 7th March 2017 has re-appointed Mr. Ramachandran Vadakkedath as an Independent Director and the Board recommends the said re-appointment before the shareholders for their consent.

Geofin Comtrade Limited
CIN - U51909KL2008PLC031863
Registered Office – 10th Floor, 34/659-P, Civil Line Road,
Padivattom, Kochi – 682 024
Phone – 0484 2901050, website – www.geofin.co.in, email id – achyuth@geofin.co.in

Date : 08-03-2017
Place : Cochin

By the order of Board of Directors
Sd/-
Vinodkumar Balakrishnan
Managing Director and CEO

Route Map of EGM Venue

10th Floor, Geojit BNP Paribas Building, 34/659-P, Civil Line Road
Padivattom, Kochi – 682 024 (Padivattom- Kakkanad Route)
Adjacent to St. Michael's Church, Chembumukku

