

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

NOTICE

Notice is hereby given that the tenth Extraordinary General Meeting of the members of **Geofin Comtrade Limited** will be held at a shorter notice at 2.00 p.m, on Tuesday, 30th January, 2018 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 enter into agreement with Geojit Financial Services Limited to sell the client base on arm's length basis

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 180 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 to enter into an agreement with Geojit Financial Services Limited to sell the client base of Geofin Comtrade Limited excluding any assets or liabilities, on arm's length basis for a consideration of Rs. 8.1 crore exclusive of taxes

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.”

.”

Date : 25-01-2018
Place : Cochin

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

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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 : 25-01-2018

Place : Cochin

By the order of Board of Directors

Sd/-

Vinodkumar Balakrishnan

Managing Director and CEO

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

Geofin Comtrade Limited (GCL) had made proposal to enter into an agreement with Geojit Financial Services Limited (GFSL) for sale of its client base. The said matter was approved by the Board of Directors of GCL in its meeting held on 18th January, 2018. GFSL had approved the said acquisition in its Board meeting held on 24th January, 2018. Hence the said agreement comes under Section 180 of the Companies Act, 2013, it shall be approved by the members of the Company via special resolution.

Date : 25-01-2018
Place : Cochin

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

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Route Map of EGM Venue

10th Floor
34/659-P
Geojit Financial Services Limited Building
Civil Line Road
Padivattom
Kochi – 682 024 (Padivattom- Kakkanad Route)

Adjacent to St. Michael’s Church, Chembumukku

