

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 seventh Extraordinary General Meeting of the members of **Geofin Comtrade Limited** will be held at 11.00 a.m, on Wednesday, 11th January 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 adopt the Memorandum of Association under the Companies Act, 2013

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 existing Memorandum of Association of the Company be and is hereby replaced by the new set of Memorandum of Association of the Company duly incorporating all the provisions of the Public Limited Company.”

2. To adopt the Articles of Association under the Companies, 2013

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 5 read with Section 14 of the Companies Act, 2013 and subject to the approval of members in the general meeting, the existing Articles of Association of the Company be and is hereby replaced by the new set of Articles of Association of the Company duly incorporating all the provisions of the Public Limited Company.”

3. To re-appoint Mr. C.P. Krishnan as Whole-time 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 the provisions of Section 197, 198 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 the re-appointment of Mr. C.P. Krishnan, Whole-time Director for one year with effect from 1st December, 2016

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Sl. No	Particulars of remuneration	Monthly	Annual
1	Basic Pay	25,000	3,00,000
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
	Gross Salary	1,35,042	16,20,504
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 Medclaim 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
	Total Cost to the Company	1,45,542	18,00,002

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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.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year the aforesaid remuneration payable to Mr. C.P. Krishnan shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.”

4. To appoint Mr. Vinodkumar Balakrishnan as Managing Director and Chief Executive Officer 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 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) the consent of the members of the Company be and are hereby accorded for the appointment of Mr. Vinodkumar Balakrishnan as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from 30th November 2016 at a remuneration of Rs. 36,00,000 (Rupees Thirty Six Lakhs Only) per annum.

Salary Elements	Monthly	Annually
Basic Pay	25,000	3,00,000
Academic Allowance	1,000	12,000
House Rent Allowance	12500	1,50,000
City Compensatory Allowance	17500	2,10,000
Meals Allowance/Sodexo	1250	15,000
Conveyance Allowance	1600	19,200

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Education Allowance	600	7,200
Medical Allowance	1250	15,000
Special Allowance	2,27,644	27,31,728
Total	2,88,344	34,60,128
Reimbursement of Local Conveyance Allowance	4,500	54,000
Company's Contribution to Provident Fund	3,000	36,000
Annual Leave Travel Allowance		12,500
Annual Premium towards Medclaim*		37,075
Annual Premium towards Personal Accident Insurance**		300
Total Cost to the Company	2,95,844	36,00,003
* Medclaim upto Rs. 6,50,000/- can be availed by employee / spouse and children individually or can be shared among them		
** Personal Accident Policy for the employee - Rs.25,00,000/-		
Monthly Deductions		
Employees' Contribution to PF	3,000	36,000
To Employee Welfare Fund	25	300
Net salary (Take Home)	2,85,319	34,23,828

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year the aforesaid remuneration payable to Mr. Vinodkumar Balakrishnan shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.”

Date : 20-12-2016
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 : 20-12-2016
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 numbers 1 and 2

As per Sections 13 and 14 of the Companies Act, 2013 the alteration of Memorandum of Association and Articles of Association of a Company shall be approved by the members. Hence the said matters are placed before the members of the Company to approve via special resolution

Explanatory statement under Section 102 of Companies Act, 2013 for item numbers 3 and 4

As per Section 197, 198 of Companies Act, 2013 read with Schedule V, the consent of the members is required to approve the appointment and remuneration of Key Managerial Personnel namely Whole-time Director and Managing Director. Hence the said matters are placed before the members of the Company to approve via special resolution

Mr. C.P. Krishnan is of 64 years of age. He has a Bachelor's Degree in Science and has more than 32 years of experience in various fields. His present terms and conditions are set out in the special resolution which is item number 3. He was first appointed on the Board with effect from 14th November 2008 and he holds 50,000 equity shares in the Company. Mr. C.P Krishnan has attended three board meetings during the year 2016-2017. He is a Director in Geofin Capital Services Limited and he is a member of the Audit Committee. The Board of Directors in their meeting held on 29th November, 2016 has re-appointed Mr. C.P. Krishnan as Whole-time Director and the Board recommends the said re-appointment before the shareholders for their consent.

Mr. Vinodkumar Balakrishnan is of 48 years of age. He is an EPBM holder from IIM, Calcutta and he also has a Master's Degree in Science (Mathematics) from University of Calicut. Mr. Vinodkumar Balakrishnan has more than 17 years of experience in the field of financial markets. His present terms and conditions are set out in the special resolution which is item number 4. He was first appointed on the Board with effect from 30th November 2016. He is a Director in Geofin Capital Services Limited. The Board of Directors has appointed Mr. Vinodkumar Balakrishnan as Managing Director and CEO in their meeting held on 29th November, 2016 and the Board recommends the said appointment before the shareholders for their consent.

By the order of Board of Directors

Sd/-

Vinodkumar Balakrishnan
Managing Director and CEO

Date : 20-12-2016

Place : Cochin

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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

