

12th July, 2019

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051,
Ph: No: 022-26598100
Scrip Code: GEOJITFSL - EQ

To,
The Manager,
Listing Department,
The BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001,
Ph No: 022-22721233
Scrip Code: 532285

Dear Sir/Madam,

Sub: Annual Report for the year 2018-19

Please find enclosed herewith the Annual Report of the Company for the year 2018-19 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, a copy of the 25th Annual Report of the Company for the financial year 2018-19 is also available on our website at 'www.geojit.com/investors'.

This is for your information and record.

Thanking you,
Yours faithfully,

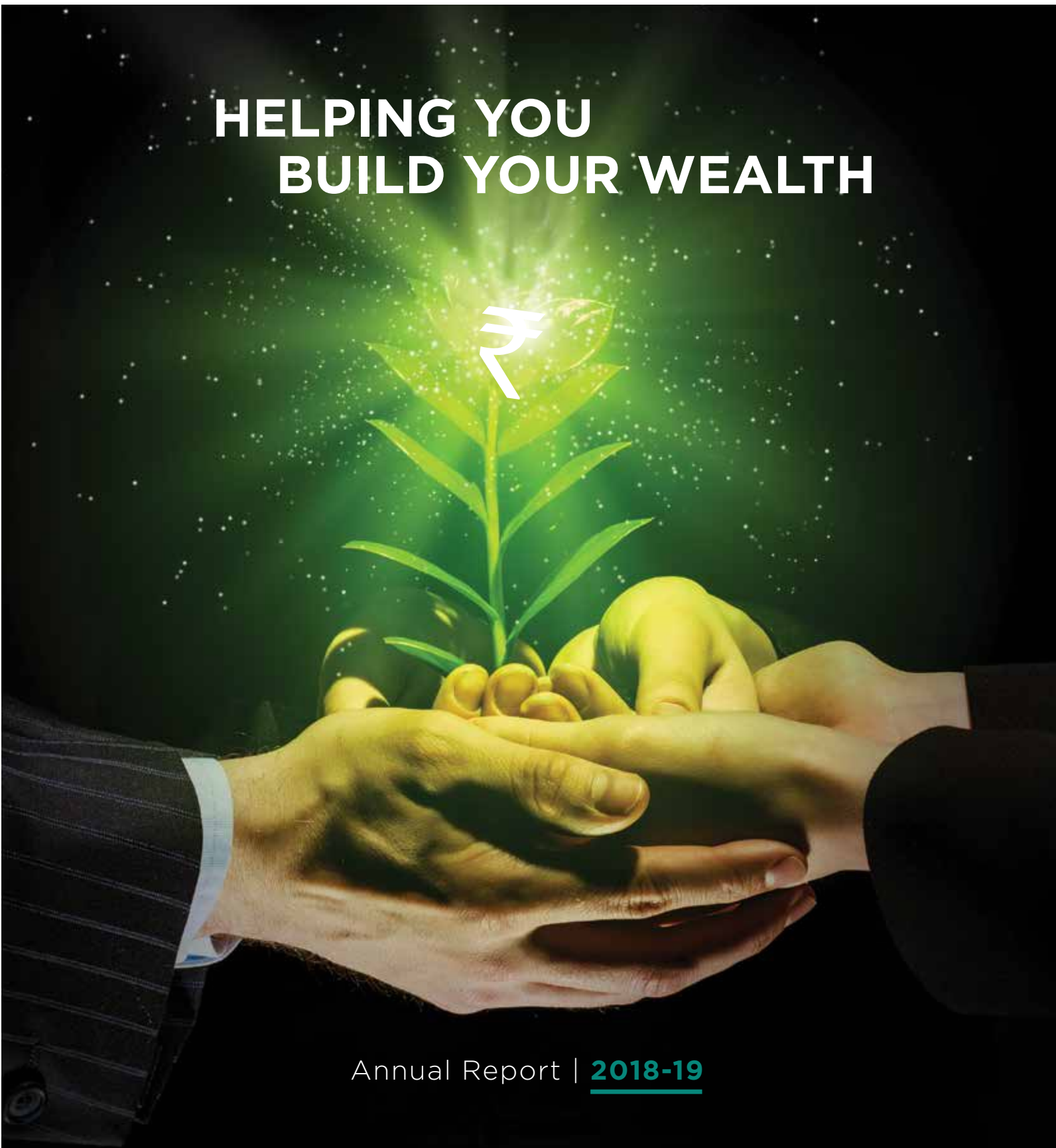
For Geojit Financial Services Ltd



Liju K Johnson
Company Secretary



HELPING YOU BUILD YOUR WEALTH





View our Annual Report
and Accounts, and to know
more about Geojit, visit:
www.geojit.com

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Cautionary and Forward-Looking Statement

Statements in this Annual Report describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those in such forward-looking statements. Important developments that could affect the Company's operations include, significant changes in political, regulatory and economic environment in India or key financial markets abroad, tax laws, litigation, interest and other costs.

HELPING YOU BUILD YOUR WEALTH



We, at Geojit Financial, help our customers build their wealth with the right mix of risk and return. We strive to help them achieve their financial goals and guide them to the right investment solution. We make investing simple, seamless and stress-free for them.

Through our well-diversified product range, we help our customers build a balanced portfolio and make appropriate investment decisions which enable low risk and secure returns.

About Geojit Financial Services Limited

We are a leading investment services company in India with assets under custody and management worth over ₹ 40,000 crore. Backed by indepth insights into the capital market, we have been offering a wide array of financial products and services for over 32 years. We are reputed for our transparent processes and personalized services.

We have a strong and unblemished reputation of being a transparent, ethical and customer-centric organization, with one of the lowest percentages of unresolved customer grievances. At the heart of everything we do, lies our core philosophy and broad purpose of protecting and building investors' wealth.

32

Total Years of Experience

480

Offices across India and Middle East

1,007,300

Number of Customers

₹ 40,158

Crore

Assets under Custody and Management

₹ 989

Crore*

Market Capitalization

*As on 31st March 2019

₹ 172

Crore*

SIP Book Size

*Includes ₹ 21 crore STP

359,500

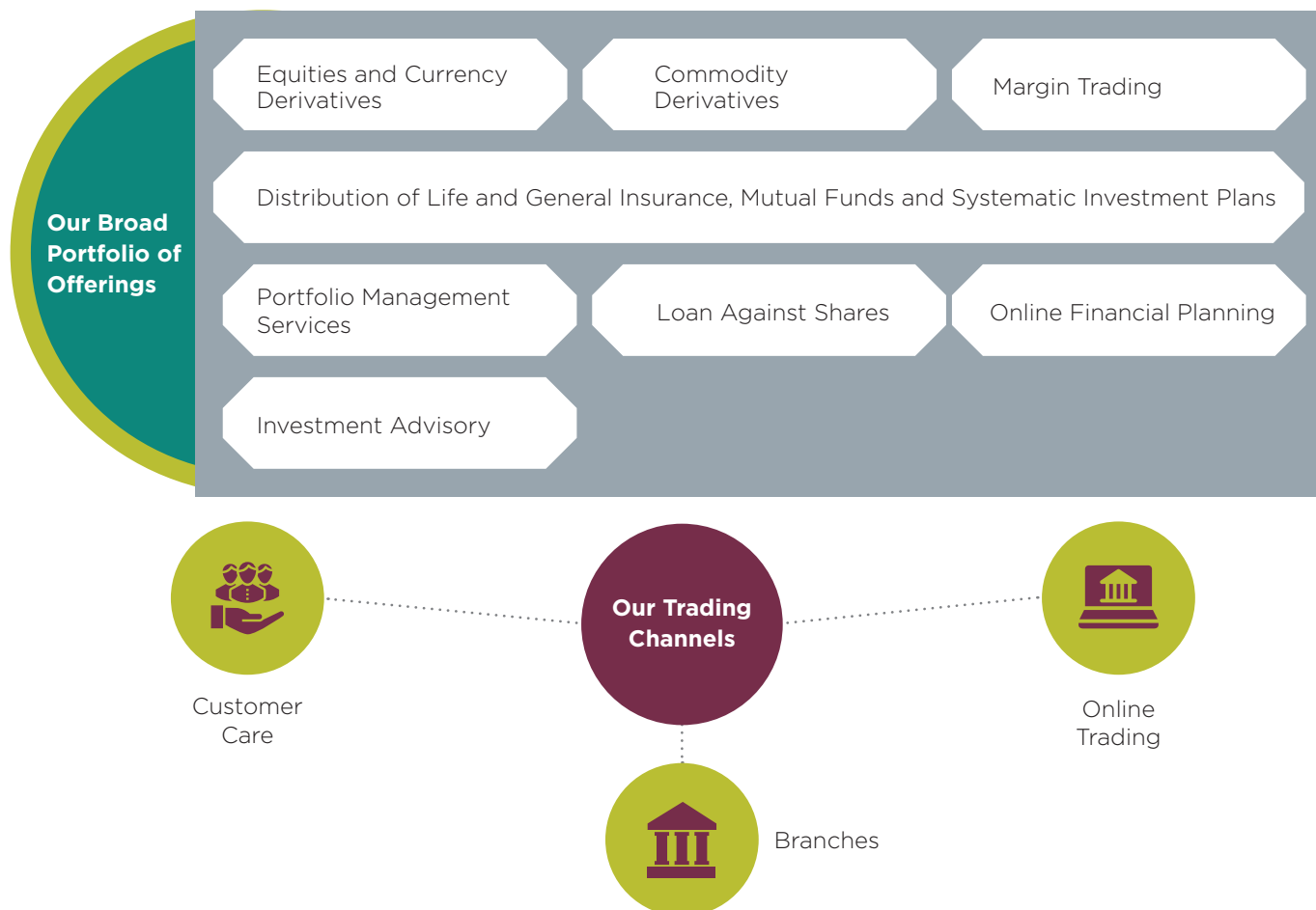
SIP Count

40%

YoY Rise in Equity MF AUM

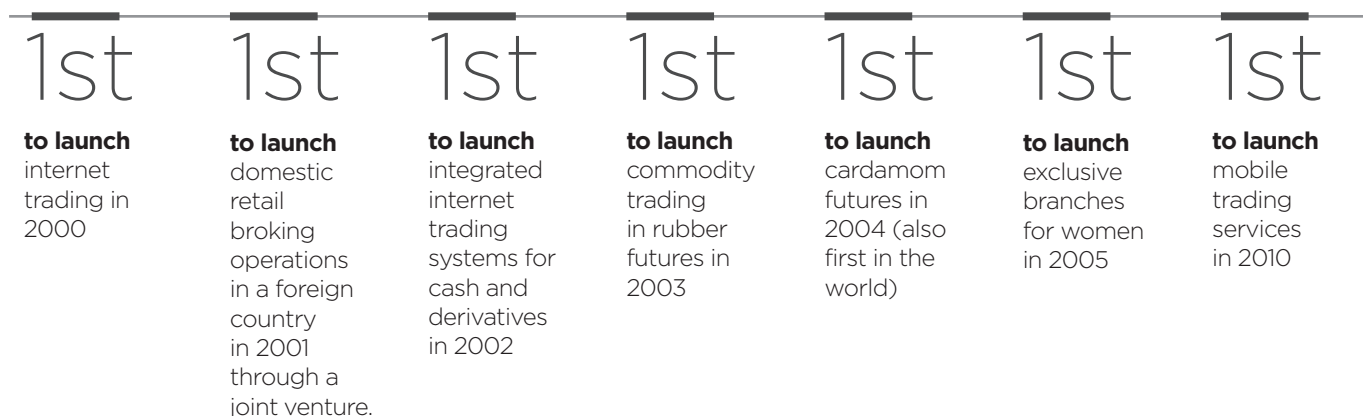
SIP Details: Source CAMS.

All figures except growth are pertaining to 31st March 2019.



Our Many Firsts

We have redefined the investing culture in India by being a trendsetter and pioneer in Indian capital markets. We have launched several ground-breaking firsts, which has earned us the trust and respect of our customers.



Our Global Presence

We enjoy a strong presence in India and the Middle East through Joint Ventures (JVs) and partnerships. In India, we have a presence in **19 States and 2 Union Territories,** and **5 countries in the Middle East.**

Our National Presence



- Andhra Pradesh,
- Chandigarh (UT)
- Goa
- Gujarat
- Haryana
- Jammu and Kashmir
- Jharkhand
- Karnataka
- Kerala
- Madhya Pradesh
- Maharashtra
- New Delhi
- Odisha
- Puducherry (UT)
- Punjab
- Rajasthan
- Tamil Nadu
- Telangana
- Uttar Pradesh
- Uttarakhand
- West Bengal

Major Stakeholders

- BNP Paribas SA
- Mr. C. J. George - Founder and Managing Director
- Kerala State Industrial Development Corporation (KSIDC)
- Mr. Rakesh Jhunjunwala

Our Middle East Presence



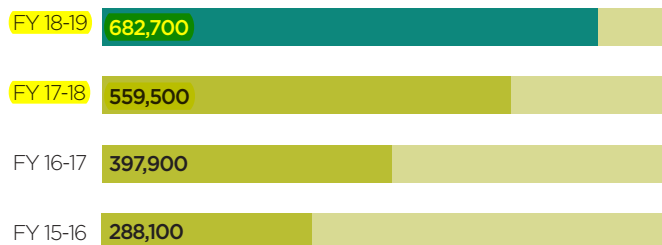
- UAE (Dubai, Abu Dhabi, Al Ain and Sharjah)
- Saudi Arabia (Riyadh)
- Bahrain
- Oman (Muscat)
- Kuwait

Our Operating Matrix

Assets Under Holding (₹ in Lakhs)



Assets Under Management (₹ in Lakhs)



New Customers



SIP Book Size Market Share (%)



New SIP Value (₹ in Lakhs)



SIP Count (in Numbers)



Our Financial Scorecard

Revenues (₹ in Lakhs)



Profit After Tax (₹ in Lakhs)



Net Worth (₹ in Lakhs)



Return on Equity (%)



Assets Under Holding and Management (₹ in Lakhs)



Earnings Per Share (in ₹)



Chairman's Letter to Shareholders

Dear Shareholders,

We present to you the performance of our Company for the financial year ending March 2019. Even though the year under review proved challenging for varying reasons, we continue to leverage the emerging opportunities across the industry, powered by our intrinsic strengths.

Globally, growth softened to 3.3% in 2019, from 3.6% in 2018. The growth momentum of 2017-18 was not completely taken forward in 2018-19. Various developments in the

global economy negatively affected overall growth prospects of 2018-19. The new fuel emission standards in Germany, natural disaster in Japan, trade policy uncertainty, contraction in Turkey, crisis in Italy and concerns about China's outlook weighed down on growth prospects. The continuing trade tensions between US and China also cast a shadow over global growth. Crude oil prices turned volatile since August 2018, and US restrictions on Iran negatively impacted emerging economies. Though the Federal Reserve hiked interest rate four

times in 2018, the US Central Bank put on hold the interest rate hike considering global growth concerns.

Akin to the global economy, the domestic economy too performed below par. The Indian economy registered a growth rate of 6.8% in 2018-19, one of the lowest GDP growth rates in the last 5 years. Slowing consumption, subdued investment, rural distress and the NBFC crisis were the major issues that the economy faced during the year under review. Rural distress and slowing consumption negatively affected the growth prospects of sectors like FMCG and automobiles. With a view to revive the slowing down in the economy, the Reserve Bank of India (RBI) cut interest rate three times in a row. A stable government at the centre and various measures taken by the central bank have been renewing a sense of optimism in the economy.

Though the economy was facing major headwinds, NIFTY and SENSEX performed well during this period. During the calendar year, Indian indices outperformed their global counterparts. The BSE Sensex rose by nearly 17%, Nifty50 increased by 15% in 2018-19, which was propelled by domestic institutional buying. However, this outperformance was primarily on the back of 10-12 stocks forming a part of the key indices like NIFTY and SENSEX. On a broader basis, most stocks failed to perform during the year, leaving investors in a lurch and wiping off their investments.

Indian households are putting a bigger share of household



SIP contribution to the industry increased to

₹ 92,693 crore

in 2018-19, from ₹ 67,190 crore earlier in the preceding fiscal year.

savings in financial assets, rather than physical assets. The share of financial instruments such as equities, mutual funds and bonds in household sector savings is growing, albeit slowly and steadily, indicating the growing financial maturity of the Indian saver. Rising financial literacy, simplification of investment processes, and cognizance on returns earned by investing in equity markets have been attracting Indian households towards it.

Mutual funds are one the most preferred avenues by the Indian households to invest in equities. The number of MF folios have quadrupled in the last 3 years. Marked by steady flow of assets, the Indian mutual fund industry witnessed overall positive growth. Investors pumped in more than ₹ 1.11 lakh crore in equity-oriented mutual fund schemes during 2018-19, compared to ₹ 1.71 lakh crore

inflows in 2017-18, as equity markets displayed a fair bit of volatility. This was the 5th successive year of net inflows in equity mutual funds. Assets under management of equity mutual funds stood at a record high of ₹ 7.73 lakh crore at the end of March 2019, as against ₹ 7.50 lakh crore in March 2018. During the year, SIP accounts grew by 51 lakhs to 2.62 crore. Besides, SIP contribution to the industry increased to ₹ 92,693 crore in 2018-19, from ₹ 67,190 crore in the preceding fiscal year.

Our Performance

At Geojit, we remain committed and focused on creating long-term wealth for our customers. As far as our financial performance is concerned, Total Revenues declined by 14% to ₹ 318.21 crore during the year, while PAT fell to ₹ 35.46 crore. The Company's net worth stood at ₹ 538 crore, compared to ₹ 557 crore. Earnings Per Share for the year stood at ₹ 1.49 per share. The Board of Directors have recommended a dividend of ₹ 1 per share to the shareholders for the financial year 2018-19, on a paid-up value of ₹ 1/- per share.

Conclusion

We have been investing in manpower, technology and processes to strengthen our distribution capabilities. We are also gradually improvising our capabilities in distribution of financial products with the help of cutting-edge technologies. In addition to this, we are also strengthening our research capabilities which is enabling us in offering quality advice to investors and enable them to build their wealth.

Lastly, we are grateful to all our shareholders and customers who have reposed and validated their trust in us. As we move ahead, we will continue to focus on promoting our products and services and enhance the Company's mindshare among investors and potential investors.

This ambition energizes us and shapes our future.

With Best Wishes,

R. Bupathy

Chairman

MD's Message

Dear Shareholders,

As an investment services company, we remain proud to be a trusted partner for our customers. With the aim of protecting and growing our investors' wealth, we subscribe to sustainable business models and processes that factor in the dynamism of the business in fast-changing market scenarios.

The year under review was a challenging year for the Company in terms of financial performance, as the capital market in the country witnessed sluggish growth and lower volumes. However, we

continued to maintain a high level of corporate governance and robust internal control system which are strong foundations for growth. Our SIP volumes have been on the rise. Within three years of our foray into this business, our SIP book size has gone up significantly. From ₹ 18 crore in May 2016, the book size increased to ₹ 172 crore by March 2019, rising by over 800%. Today, we are ranked as No.3 non-bank SIP distributor in India. What is worth noting is that while the industry witnessed an AUM growth of 16% during 2018-19, we recorded 30% growth.

In the Mutual Fund (MF) distribution space, there have been many significant regulatory changes by SEBI with regard to expense ratios of MFs which forced the MFs to reduce the commission paid to distributors. In the beginning of the financial year 2018-19, the 20 basis points which was charged as additional expenses by MFs to the scheme was reduced to 5 basis points. This reduction in fees for MF was largely passed down to the distributors. Later, during the third quarter of the financial year, SEBI stopped all upfront commission payments to distributors, which meant, the commission payment in MF sector to distributors was changed to full trail model.

In addition to this, from 2019-20 onwards, subsequent to SEBI directive of charging the Total Expense Ratio in accordance to the size of the scheme, there would be a further reduction in commission



**From ₹ 18 crore in May 2016,
the book size increased to**

₹ 172 crore

**by March 2019, rising by
over 800%**

given to distributors for the distribution of large schemes.

I am of the view that many of these changes are good for investors in MFs as churning of portfolios will come down as the industry has been forced to move towards a full trail model of commission payments. The reduction of transaction cost will ultimately benefit the investors, while last-mile delivery of service for the small investors will be a casualty. However, these changes in my view are good for large distributors like our Company.

Our Company is setting up exclusive offices for retirement and financial planning in select locations to offer personalized service by well qualified financial advisors. I am of the view that there is an urgent need for proper financial planning service for affluent people. Our Company will slowly and steadily establish this as a commercially viable business which is a long-term business strategy.

We have been steadily building our Portfolio Management Services (PMS) business by investing in manpower and building specific teams to sell this product. A new PMS product launched during the year was Dakshin Portfolio, a new multi-cap portfolio that invests only in stocks of the companies headquartered in South Indian states, the first of its kind offered in India.

Looking forward, we only see greater opportunities ahead with more financialization of savings. To meet this growing need, we will

continue to expand our capabilities, enhance our online platforms, and strengthen our team by adding the right talent.

I would like to express my sincere gratitude to Mr. A. P. Kurian, our Chairman who retired in March 2019 after 24 years of dedicated service to the Company. Under his leadership, our Company has grown from an organization of around thirty employees to one with over three thousand. Two and a half decades of his dedicated service has helped our Company grow bigger and make its presence across the country and the Middle East. I also thank all the stakeholders – our customers, shareholders and employees for their continued support and encouragement.

Regards,

C. J. George
Managing Director

Worry Less. Enjoy More.

Enabling customers to build and grow their wealth

At Geojit, we are passionate about guiding our customers build and grow their wealth. With value-based investing and a customer-first attitude, we enable our customers to do more of what they want without worrying about their investments.



Towards safer products

Our endeavor is to continue building a third-party products portfolio to augment brokerage income, notably through garnering MF AUM, Insurance and Portfolio Management Services. **We handhold our customers to choose the right investment products that offers stable returns and security based on their risk appetite.**

We have a strong track record of protecting and building our customers' wealth. **Our singular aim today is to produce and deliver superior returns to our customers.**

We make investing simple and seamless for them by **catering to all their investment requirements in equities, mutual funds, derivatives, commodities, and portfolio management services, among others.**

We are also confident about the SIP story in India. **Our SIP book size stands at a strong ₹ 172 crore (including STP), with 359,000 SIP customers.** As in-depth knowledge is a pre-requisite for direct investment in the capital markets, we advise our clients to be long-term investors in mutual funds.

A Right Investment Choice

Serving the requirements of our customers

Today, we are a **“trusted advisor”** to over **10 lakh clients**.

Being one of the largest equity brokers and non-bank mutual fund distributor, we stay committed to catering to the investment needs of our clients.

Our research team is focused on equities and commodities.

With our re-entry into commodities, we now also offer commodity derivatives trading, besides currency derivatives and portfolio management solutions.

Insightful Research

We help our customers in making appropriate choices through our qualitative and research-backed advice in selecting stocks or choosing the right mutual fund. Our research reports and fund recommendations are easily accessible through our trading platform SELFIE and mutual fund app Funds Genie.



For Superior Investment Experience

By making the right investments in People and Technology

As a digitally-driven and customer-centric investment services company, we are focused on making the investments in technologies and human capital to gain a competitive edge in the marketplace.



Our technology-based platform and knowledge-driven research empowers our clients in making the right and informed investment decisions and in growing their wealth. Investment into these critical areas gives us the ability to capture the ensuing growth opportunities.

Upgrading platforms

During the year, we also upgraded our online platforms and introduced several new features to effectively cater to the needs of

our diverse clientele. Our trading platforms, developed in-house by our subsidiary company, Geojit Technologies, are user-friendly.

We have developed strong and trust-based B2B relationships with some of the leading Indian banks. This facilitates the bank's customers to open integrated 3-in-1 accounts and trade seamlessly through our sophisticated trading platforms.

Our trading and investment platforms



Selfie is an advanced trading platform to enhance investment experience.



Geojit Online Financial Planner is a user-friendly platform that enables clients to arrive at a comprehensive financial plan.



Funds Genie is an innovative app that uses advanced technology to enable investors to start investing in Mutual Funds with zero paperwork, track portfolio performance and view comprehensive reports.



Our Management and Leadership

1. Mr. Ramanathan Bupathy

Chairman

Mr. Ramanathan Bupathy is a practicing Chartered Accountant of repute for the last 39 years. He is the founding partner of R. Bupathy & Co, with its headquarters in Chennai. He has been holding the position of the Director of Jubilant Industries Limited, Jubilant Agri and Consumer Products Limited alongside Geojit Technologies Private Limited and Geojit Credits. Mr. Ramanathan Bupathy graduated in Commerce and is a Fellow Member of the Institute of Chartered Accountants of India (ICAI), and is its Former President. Mr. R. Bupathy's association with Geojit dates back to 2006, since then he has been a member of the Board.

2. Mr. C. J. George

Managing Director and Promoter

Founder and Managing Director of Geojit Financial Services, Mr. C. J. George has over 35 years of professional experience in the investment services industry. Mr. George has a Master's Degree in Commerce and is a Certified Financial Planner. He frequently contributes articles to leading publications and serves as a guest faculty at reputed management institutes. He has been awarded Management Leadership Award by Kerala Management Association in 2008.

3. Mr. Radhakrishnan Nair

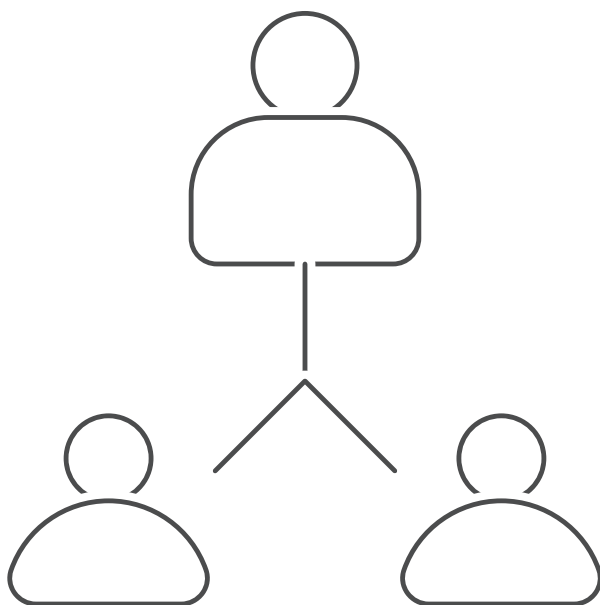
Independent Non-Executive Director

Starting his career as a Probationary Officer at Corporation Bank, Mr. Radhakrishnan Nair went on to become the General Manager in 2005. He has four decades of rich experience in the financial sector. From 2005 to 2010, he was the Executive Director at Securities and Exchange Board of India (SEBI). From 2010 to 2015, he was a member of the Insurance Regulatory and Development Authority of India (IRDAI). Mr. Nair has also served as an Independent Director on the Board of ICICI Prudential Life Insurance Company Ltd, ICICI Securities Primary Dealership Ltd and ICICI Bank Ltd, among other companies.

4. Mr. Mahesh Vyas

Independent Non-Executive Director

Mr. Mahesh Vyas has been associated with the Centre for Monitoring Indian Economy (CMIE) for over 38 years. At present, he functions as its Managing Director and CEO. CMIE is India's leading independent business information company in the private sector. It provides economic and business information, analysis and forecasts. He steered the Company through multiple transitions. He is the chief architect of CMIE's databases, database-products and services. He currently engages in integrating CMIE's database services with clients' business processes and conducting large complex household surveys to generate fast frequency socio-economic indicators. He has been on the Geojit's Board since July 2003.



5. Mr. Punnoose George

Non-Executive Director

Mr. Punnoose George is a reputed industrialist with interests in manufacturing, plantations and educational institutions. He is the Executive Director of Kottukulam Group - Kottayam, Unity Realtors, Yulfono Estates, Geojit Technologies and Youth Empowerment Skills Foundation. He is also the Executive Chairman of SAINTGITS Group of Institutions. He graduated in engineering and is also a Master of Law. He has been on Geojit's Board since April 1995.

6. Ms. Mohana Nair

Independent Additional Director

Ms. Mohana Nair has 35 years of experience as an advocate practicing in the High Court of Mumbai and is also an advisor to several corporate banks and financial institutions. Her areas of specialization are Corporate and Commercial Law, Intellectual Property and Litigation, and other civil matters. She is currently on the Boards of Ugam Solutions Private Ltd, AGR Knowledge Services Pvt Ltd, StratBiz Consulting Pvt Ltd (Avalon Consulting) and is the Managing Partner at JMB Partners.

7. Mr. A. Balakrishnan

Whole Time Director

Mr. A. Balakrishnan was the Managing Director of Geojit Technologies (P) Ltd. He joined Geojit Financial Services Limited in 1998 and has been instrumental in spearheading the transformation of Geojit Financial Services Limited into a technology-driven retail financial services intermediary that has pioneered many innovations over the years to enhance client's trading experience. In 2009, he was awarded the Kerala Management Association's "Manager of the Year" Award and, in 2011 and 2013, was conferred the CIO100 Award by IDG India's CIO Magazine. Currently, he is on the Board of Geojit Investment Services Ltd. and Director of Barjeel Geojit Financial Services LLC, Dubai. He was appointed as the Whole Time Director of Geojit Financial Services Limited in 2018.

8. Mr. Satish Menon

Whole Time Director

Mr. Satish Menon holds a Bachelor of Commerce degree from Bombay University and is a qualified Associate Cost and Works Accountant (AICWA) and a Certified Financial Planner (CFP). At Geojit Financial Services Limited, he has been a key player in driving the Company's business and spearheaded several initiatives. He joined Geojit in 1999 and has been the Executive Director of the Company since 2011. In 2018, he was appointed as the Whole Time Director of Geojit Financial Services Limited. He is also Director of BBK Geojit Securities, Kuwait. In 2016, he was awarded "Manager of the Year" by Kerala Management Association (KMA).

9. Dr. Sharmila Mary Joseph, IAS

Non-Executive Director - Nominee

Dr. Sharmila Mary Joseph, IAS of 1997 batch, is the Managing Director of Kerala State Industrial Development Corporation Ltd (KSIDC) and Secretary (Industries) Government of Kerala. After completing her training as a Medical Doctor, she went ahead to pursue Master's in Public Administration at the Maxwell School of Policy & Public Affairs at Syracuse University, USA. In the two decades of her illustrious career, she has held many important portfolios at the State Government and Central Government levels. In the State Government, she had worked as Secretary (Expenditure) Government of Kerala, District Collector of Kottayam and Wayanad, Director of Social Welfare and various other capacities. At the Central Government, she was the Director in the Prime Minister's Office and was also a Member Secretary of the National Pharmaceutical Pricing Authority.

Corporate Social Responsibility

As a responsible corporate entity, we feel it is our duty to empower communities and conserve the environment in which we operate.

We have identified our major CSR focus areas and carry out these activities through our dedicated charitable trust,

Geojit Foundation.

● Environment Protection

The Kerala floods in 2018 devastated the lives of thousands of people. Post the severe disaster, providing relief and disaster management to those affected was a major imperative. Towards this end, Geojit Foundation stepped in and supported the flood-affected people. In our efforts to rehabilitate the displaced population and rebuild infrastructure, we contributed a sum of ₹ 1.5 crore towards the Chief Minister's Distress Relief Fund. The cheque towards this was handed over to Mr. Pinarayi Vijayan, Hon'ble Chief Minister of Kerala by Managing Director Mr. C. J. George. Besides this, Geojit staff also actively participated in flood relief efforts.



● Supporting Families

In our continued effort to rehabilitate the flood-affected, "Geojit Foundation" in association with the Indian Merchants Chamber (IMC), Mumbai, embarked on a mission to bring normalcy to the lives of 75 most deserving families by providing them with basic household goods. The first family to benefit from this project was from Parakkadavu village in Kerala. Essential household items were gifted to the owner of the family and his partially deaf son on their housewarming day.



● Promoting Education

During the year, we provided educational support to 665 under-privileged children in five villages of Kerala. We also offered scholarships under 'Vidhyadhanam' scheme to the most-deserving students from financially deprived backgrounds to enable them to pursue higher and professional education. Under the 'Student Police Cadet Project', support was extended to students of three schools in Ernakulam district of Kerala to motivate them to be responsible towards their families, communities and the environment.



● Livelihood Enhancement

We undertook a robust project for enhancing the livelihood of visually impaired women of Pothanikkad village in Kerala. Under this program, massive support and training was provided to blind women at the Vocational Training Center Ernakulam. Following which the women took up activities like file making, candle and chalk production to achieve financial stability, resulting in better lives.



Awards and Accolades



- Won the Stock Broking Company of the Year Award at the Dhanam Banking, Finance and Investment Summit and Award Night 2018



- Received Regional Retail Member of the Year – South Region Award at the NSE Market Achievers 2018



Won NSDL awards for the sixth time in a row across four categories at the 33rd DP Conference and NSDL Star Performer Awards 2018:

- Top DP in new accounts opened – Non-Banking Category – 1st Position
- Best Performer in Account Growth Rate – Top DPs – 1st Position
- Top Performer in Active Accounts – Top DPs – 1st Position
- Leader in Go Green Initiative – 1st Position



- Barjeel Geojit Financial Services LLC won the award for the Best Performing National Financial Advisor (in the NRI Category) at the 9th edition of the award ceremony conducted by UTI Mutual Funds in association with CNBC-TV18.

Corporate Information

Name of the Company: **Geojit Financial Services Limited**
CIN: L67120KL1994PLC008403

Board of Directors

R. Bupathy	:	Chairman
C. J. George	:	Managing Director
Mahesh Vyas	:	Non-Executive Independent Director
Radhakrishnan Nair	:	Non-Executive Independent Director
Punnoose George	:	Non-Executive Director
Mohana Nair	:	Non-Executive Independent Director
A. Balakrishnan	:	Whole Time Director
Satish Menon	:	Whole Time Director
Dr. Sharmila Mary Joseph, IAS	:	Non-Executive Director (Nominee)

Management Team

C. J. George	:	Managing Director
Satish Menon	:	Whole Time Director
A. Balakrishnan	:	Whole Time Director
Sanjeev Kumar Rajan	:	Chief Financial Officer
Kamal Mampilly	:	Chief of Human Resources

Bankers

Axis Bank Ltd
 HDFC Bank Ltd
 State Bank of India
 BNP Paribas
 Federal Bank Ltd.
 ICICI Bank
 IndusInd Bank
 South Indian Bank
 IDBI Bank

Registrar & Share Transfer Agents

S.K.D.C Consultants Limited,
 Kanapathy Towers, 3rd Floor,
 1391 / A - 1, Sathy Road, Ganapathy,
 Coimbatore - 641 006
 Tamil Nadu, India.

Statutory Auditors

M/s B S R & Associates LLP
 (ICAI Regn. No. 116231W/W-
 100024)
 Chartered Accountants
 3rd Floor, Syama Business Centre,
 N H Bypass Road, Vytilla
 Kochi - 682 019, Kerala, India.

Registered Office

11th Floor, 34/659-P,
 Civil Line Road,
 Padivattom, Kochi - 682 024,
 Kerala, India.
 Phone: 0484 - 2901000
 Fax: 0484 - 2979695
 E-mail: mailus@geojit.com

Website: www.geojit.com

Listed On

National Stock Exchange of India
 Limited (NSE)
 BSE Limited (BSE)

Company Secretary

Liju K. Johnson

Management Discussion and Analysis

Despite global headwinds, the Indian economy continues to maintain its fast growth trajectory, emerging as the fastest-growing major economy in the world. As per the Central Statistics Office's (CSO) provisional estimates, India's Gross Domestic Product (GDP) is estimated to grow by 6.8% in 2018-19, a tad slower than 7.2% growth of 2017-18. However, consumer demand picked pace and the economy is coming back on track after the temporary disruptions caused by demonetization and GST implementation.



GLOBAL ECONOMIC OVERVIEW

Global economic growth in 2018 at 3.6% was slightly slower than that in 2017 at 3.8%. The slight deceleration in growth is attributable to demand slowdown in the second half of the year coupled with trade tensions mounting between US and China, weak manufacturing, poor financial market conditions, subdued business confidence and policy paralysis across many economies. Adding to the slowdown woes were introduction of new fuel emission standards in Germany, natural disasters in Japan, uncertainty about China's outlook and slower industrial production outside the United States (US).

The International Monetary Fund's (IMF) Primary Commodity Price Index declined by 6.07% between March 2018 and March 2019. Amid high volatility, energy prices drove the decline, falling sharply by 17%. Base metal prices increased as trade tensions and weaker economic activity in China were more than offset by supply disruptions. Oil prices increased to more than \$ 80 a barrel in early October as US issued sanctions against oil imports from Iran. In the last months of 2018, however, oil prices declined sharply due to record production growth in US and the issuance of waivers for most of the countries that import oil from Iran.

Future Outlook

Financial conditions in advanced economies eased since the start of 2019, after tightening sharply towards the end of 2018 on equity price declines and higher risk spreads. Equity markets in US, Europe and most emerging markets have regained footing after the sharp sell-off at the end of 2018.

As per the World Economic Outlook Report - April 2019, world economic growth is expected to further decelerate to 3.3% in 2019, before recovering again to 3.6% in 2020. Negative effects of tariff increases enacted in US and China will be the primary reason for slow output. The growth rates for the emerging market and developing economies are also likely to witness a slowdown in 2019, further impacting output.

Growth in advanced economies moderated slightly to 2.2% in 2018 from 2.4% in 2017, as central banks gradually removed their post-crisis accommodation and upturn in investment leveled off. Advanced economies are expected to register slower growth in 2019 at 1.8% which is expected to further slow down to 1.7% in 2020. The deceleration in growth is attributable to the negative effects of tariff increases in US and China, the new fuel emission policy in Germany, sovereign and financial risk in Italy, contraction in Turkey and an overall weak financial market sentiment.

In the emerging market and the developing economies, growth came in at 4.5% in 2018, as activity of commodity exporters continued to recover. Emerging markets' growth is expected to slowdown to 4.4% in 2019, and pick up pace in 2020 to 4.8%. Slowing external demand, rising borrowing costs, and persistent policy uncertainties are the primary reasons for slowing growth. China's economy is expected to get impacted by US trade tensions and the much-needed financial regulatory tightening. India's economic growth is expected to pick up in 2019, benefiting from lower oil prices and a slower pace of monetary tightening, as inflation pressures ease. (Source: IMF)

INDIAN ECONOMIC OVERVIEW

Despite global headwinds, the Indian economy continues to maintain its fast growth trajectory, emerging as the fastest growing major economy in the world. As per the Central Statistics Office's (CSO) provisional estimates, India's Gross Domestic Product (GDP) is estimated to grow by 6.8% in 2018-19, a tad slower than 7.2% growth of 2017-18. However, consumer demand picked pace and the economy is coming back on track after the temporary disruptions caused by demonetization and GST implementation. Demand revival is well reflected in 7.4% growth in financial, real estate and professional services industry and 6.9% growth in manufacturing in 2018-19. Rural India has seen good revival in demand with inflation under check and various government initiatives. WPI Inflation remained contained for most part of the fiscal, reducing to around 3% levels since December 2018 led by cheaper fuel and manufactured items. During 2018-19, the WPI inflation stood at 3.18% as compared to 2.74% during the previous year. With retail inflation level in the country being within RBI's target of 4%, two rate cuts were initiated in February and April 2019 each, to give a boost to the economic growth. The RBI put 11 public sector banks, which were facing a severe bad loans problem, into the Prompt Corrective Action (PCA) framework. With the fresh infusion of capital, five banks have already exited the RBI PCA framework and others may also be able to follow suit. In general, the lending power of banks are expected to enhance which in turn may ease liquidity.

Future Outlook

IMF has projected growth to pick up to 7.3% in 2019-20 and 7.5% in 2020-21, supported by the continued implementation of structural reforms, easing of infrastructure bottlenecks and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy. Direct cash transfer program for farmers and tax relief measures for middle-class were announced in the Interim Budget 2019-20 to give a boost to the economy. Capital infusions to public sector banks and the application of PCA framework have contributed to the improvement in asset quality. India witnessed a 23-notch

jump to a record 77th position in the World Bank's 2019 report on the ease of doing business. As per PWC reports, India is likely to emerge as the fifth-largest economy in the world amid Britain's potential exit from the European Union.

As per CSO's second advance estimates, the services sector continued to be the key driver of India's economic growth contributing 54.2% to India's Gross Value Added at current price in 2018-19. The Banking, Financial Services and Insurance (BFSI) sectors witnessed a tough year in 2018 with huge overhang of stressed assets especially for the public sector banks. However, 2019 is expected to be a bounce back year as non-performing assets (NPA) formation has slowed significantly across the sector and recoveries from recent NPAs are streaming in.

India's total foreign exchange reserves stood at \$ 411.9 billion as on 29th March 2019. The reserves had touched a record high of \$ 426.03 billion as on 13th April 2018. India's Current Account Deficit (CAD) increased a bit to 2.3% of GDP during April-December 2018. However, going forward it is expected to be comfortably financed by capital flows, given that India has emerged as an attractive destination for foreign investment.

(Source: IMF, CSO, World Bank, PWC, RBI)

INDUSTRY OVERVIEW

Indian BFSI Sector

Despite global upheavals, India's banking sector has remained stable over the years. Access to banking system improved over the years led by persistent Government efforts to promote banking technology and expansion in unbanked non-metropolitan regions. India's retail credit market is the fourth-largest in the emerging countries. In 2007-18, total lending increased at 10.94% CAGR and total deposits increased at 11.60% CAGR.

Deposits under Pradhan Mantri Jan Dhan Yojana (PMJDY), have increased to ₹ 961.08 billion with 351.6 million accounts opened in India as of 29th March 2019. India is witnessing a rapid growth in personal wealth, with the country's ultra HNI population growing by 24% in 2013-18 and is expected to witness 39% growth over 2018-23. The Mutual Fund industry added over 1.11 crore new folios in 2018-19, taking the total to an all-time high of 8.24 crore at the end of March 2019. The total amount of Initial Public Offerings declined 81% to ₹ 16,294 crore for 2018-19.

(Source: IBEF, <https://cafemutual.com/news/industry/15971-in-five-years-india-will-see-highest-growth-in-number-of-ultra-hni-population>, <https://www.moneycontrol.com/news/business/mutual-funds/mutual-fund-industry-adds-over-1-crore-new-folios-in-fy19-3816021.html>, <https://www.moneycontrol.com/news/business/markets/7-out-of-10-big-ipos-in-fy19-gave-positive-returns-5-issues-to-watch-for-in-fy20-3739431.html>)

Highlights

- Trading turnover at NSE from the capital market (CM) segment was ₹ 7,949,002 crore with a market capitalization of ₹ 174,083,765 crore in 2018-19.
- The assets managed by the mutual fund industry in India grew 8.25% to ₹ 24.58 trillion in 2018-19.
- Investors have committed about ₹ 92,693 crore through SIPs, registering 38% increase over the previous financial year. SIP accounts grew by 51 lakh to 2.62 crore from 2.11 crore in March 2018. AMFI data shows that the MF industry added about 9.13 lakhs SIP accounts each month on an average during 2018-19, with an average SIP size of about ₹ 3,070 per SIP account.
- Net inflows into equity funds, which also include equity-linked saving schemes (ELSS), were ₹ 111,423 crore in 2018-19 as against ₹ 171,069 crore in the previous fiscal as the equity markets were highly volatile.
- Indian asset management industry is among the fastest growing in the world with 44 Asset Management Companies operating in the country.

(Source: NSE, AMFI, <https://www.businesstoday.in/top-story/investment-in-equity-mutual-fund-drops-35-to-rs-111-lakh-crore-in-fy19/story/335249.html>)

Money and Capital Market

Capital markets play an important role in mobilizing financial resources and their allocation towards productive projects and channels. Strong and functioning capital markets help mobilize savings and accelerate capital formation, allow the raising of long-term capital, act as an effective economic barometer, offer investment opportunities for the public and enable foreign capital to enter the local economy. Capital markets lead to higher productivity growth, higher real-wage growth, greater employment opportunities and greater macro-economic stability. The size of the capital market in India continued to expand during 2018-19, with the market capitalization rising by 6.3% to ₹ 151 lakh crore. In 2018-19, the Indian capital market outperformed several major global markets, including US, UK, China and Brazil, with double-digit returns despite numerous global and domestic headwinds. The year also saw the much-awaited REIT (Real Estate Investment Trust) finally taking off in India.

Mutual fund asset under management grew by 11.4% to nearly ₹ 24 lakh crore and Foreign Portfolio Investors' asset under custody expanded by 8.6% to ₹ 30 lakh crore. During the year, the MF distribution space underwent significant changes initiated by SEBI - reduction in the expense ratio to 5 basis points, from 20 basis points, extension of B15 scheme to B30 and discontinuation of upfront commission payments to distributors. These changes resulted in reduction of commissions to distributors. However, in the long run, the move is expected to benefit the sector as move to full trail method will lead to reduction in Total Expenditure Ratio (TER) which is positive for MFs.

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Equity Markets

India's equity market turnover (including F&O) for 2018-19 stood at ₹ 22,581,720 crore, increasing by 25% over the previous year. The Indian market benchmark indices showed remarkable performance in 2018-19, with BSE's Sensex growing 17.3% and NSE's Nifty growing at 14.9%. This is much better than the equity market returns recorded in the US at 7.6%, UK at 3.2%, China at negative 2.5%, Brazil at 11.8%, Japan at negative 1.2%, South Korea at negative 12.5% and Hong Kong at negative 3.5%. However, the mid-cap and small-cap indices did not participate in this rally. Corporate earnings of these companies were negatively impacted by the tight liquidity, subdued sentiments and weak global environment. It is expected that these indices will perform well in the coming years riding marked improvement in economic growth.

(Source: <https://www.moneycontrol.com/stocks/marketstats/turnover/>)

Commodity Markets

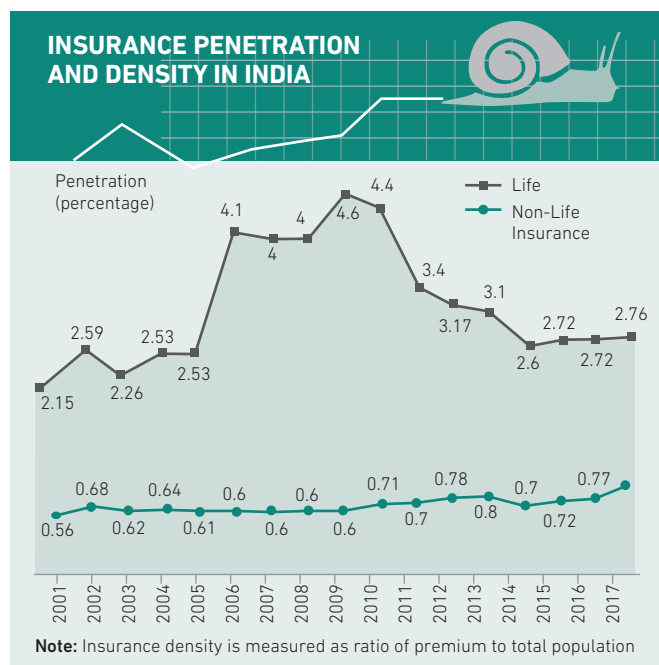
For an emerging market like India, commodities are an important driver of the capital market and commodity derivatives have a huge potential in such a market. There is a huge untapped potential, as Indian commodity market is hardly explored when compared to some developed nations. With significant efforts by all the stakeholders in this segment, it's now evolving into a fully developed market. India has a long way to go in commodity derivatives segment. This is evident from the fact that the notional value of commodity derivatives is less than \$ 1 trillion or almost half of the country's GDP whereas it is almost 2x GDP in China and almost 2.4x in the United States and 6.4x in the UK. The commodity market in India has grown slowly with newer options (agricultural as well as non-agricultural commodities) becoming increasingly available to customers. In 2017, the total turnover was at ₹ 51.26 lakh crore as against ₹ 61.11 lakh crore in 2016.

(Source: HDFC Research Report on MCX dated Jan 2018)

Derivatives

In India, equity derivative market is rapidly growing. Presently, 3 indices and 162 securities are traded as underlying assets in the futures and options segment of NSE. The market regulator has initiated the process of improving the equity derivative market in the country by seeking views from the market participants.

Response to the Indian Derivative Market is very positive. The daily average turnover in the derivatives segment in 2018-19 was around ₹ 10 lakh crore compared with the ₹ 35,000-crore turnover in the cash segment. The derivatives-to-cash turnover ratio of 28 times is among the highest globally. In 2017-18, trading index and stock options contributed around 87.26% to the total turnover, followed by stock futures at 9.45%, and index futures at 2.92%.



Source: IRDAI

(<https://www.firstpost.com/business/insurance-penetration-in-india-grows-just-1-in-last-one-and-half-decade-these-six-charts-explain-why-5953351.html>)

As per IRDAI, 2018-19 ended on a moderate note for life insurance companies with growth of the new business premium of life insurers growing 10.73% to ₹ 2.15 lakh crore in 2018-19 from ₹ 1.94 lakh crore in 2017-18. 2018-19 was a challenging year for the industry with several headwinds such as poor market performance. Growth was driven by 39% increase in group non-single premium with some traction in retail and individual policies as well. In the previous year, new business premium of life insurers had recorded 13.5% growth. The total number of life insurance policies in 2018-19 increased by 1.7% to 2.87 crore. The industry has been spurred by product innovation, vibrant distribution channels, coupled with targeted publicity and promotional campaigns by the insurers. There are 24 life insurance and 33 non-life insurance companies in the Indian market who compete on price and services to attract customers. The new business premiums of private life insurers increased 22% in 2018-19 to ₹ 72,500 crore. Private insurers accounted for 33.76% of the total new business premium. The remaining lion's share of the market was captured by Life Insurance Corporation of India. Demographic factors such as growing middle-class, young insurable population and growing awareness of the need for protection and retirement planning will support the growth of Indian life insurance.

Life insurance density increased to \$ 55 in 2017-18 from \$ 46.5 in 2016-17. Life insurance penetration (premium as a % of GDP) in India has increased to 2.76% in 2017-18 from 2.46% the previous year.

The Indian insurance industry is expected to grow to \$ 280 billion by 2019-20, owing to the solid economic growth and higher personal disposable incomes in the country. Overall insurance penetration in India reached 3.69% in 2017 from 2.71% in 2001. Gross premiums written in India reached ₹ 5.53 trillion in 2017-18, with ₹ 4.58 trillion from life insurance and ₹ 1.51 trillion from non-life insurance. Over 2011-12 to 2017-18, premium from new business of life insurance companies in India have increased at a 14.44% CAGR to reach ₹ 1.94 trillion and non-life insurance premiums increased at 16.65% CAGR. Life insurance industry in the country is expected to grow 12-15% annually for the next three to five years. Going forward, increasing life expectancy, favorable savings and greater employment in the private sector is expected to fuel demand for pension plans.

Mutual Funds

The AUM of the Indian MF Industry has grown to ₹ 24.58 trillion as on 31st March 2019 from ₹ 4.17 trillion as on 31st March 2009. In just 10 years, the AUM of the Indian MF Industry has multiplied 5.5 times, compounding at 19% CAGR. The total number of accounts (or folios as per mutual fund parlance) stood at 8.25 crore, while the number of folios under Equity, Hybrid and Solution Oriented Schemes, in which the maximum investment is from retail segment, stood around 7.4 crore. Growing investor interest in mutual funds has led to an addition of over 1.11 crore new folios in the financial year 2018-19, taking the total to an all-time high of 8.24 crore at the end of March 2019. Over the last few years, investor accounts have increased following the robust contribution from retail investors, especially from smaller towns and huge inflows in equity schemes. Liquid funds ended the year with net inflows of ₹ 76,000 crore. Liquid fund assets went up by 32% to ₹ 6.07 lakh crore during the review period. In September 2018, IL&FS had defaulted on repayments. Presence of IL&FS and its subsidiaries in the portfolios of liquid funds had led to a sharp fall in their net asset values, prompting investors to pull out their investments from these funds.

In 2017-18, the markets were on a roll but in 2018-19, the markets were highly volatile. Investors pumped in more than ₹ 1.11 lakh crore in equity-oriented mutual fund schemes in 2018-19, a decline of 35% compared to ₹ 1.71 lakh crore inflows in 2017-18. The market volatility and corrections pulled down net inflows in the equities in 2018-19. The assets under management (AUM) of equity MFs stood at a record high of ₹ 7.73 lakh crore at the end of March 2019 as against ₹ 7.50 lakh crore in March 2018, an increase of 3%. During 2018-19, the SIP (Systematic Investment Plans) accounts grew by 51 lakh to 2.62 crore from 2.11 crore in March 2018. The MF industry added about 9.13 lakhs SIP accounts each month on an average during 2018-19, with an average SIP size of about ₹ 3,070 per SIP account. Besides, SIP contribution to the industry surged to ₹ 92,693 crore in 2018-19, from ₹ 67,190 crore in the preceding fiscal.

[Source: SEBI; AMFI]

Growth drivers

Savings-oriented culture: India's household savings rate stands at around 20% of the GDP, which translates to about ₹ 30 lakh crore. With regulatory tightening, investors are moving away from physical assets such as gold and real estate to financial assets. While a few years ago, 60% of the investments were in physical assets which has reduced to less than 50% now.

Digitization: Indians are increasingly becoming tech savvy and this trend is reflected with over 560 million Internet users and over 1.2 billion mobile users. By 2022, there will be 829 million smartphone users in India, accounting for 60% of the population. It is estimated that by 2022, internet networks in India will carry 646 petabytes (1,000 terabytes or 1 million gigabytes) of data per day, which is over 490% higher than the 108 petabytes in 2017. Digital platforms are thus gaining increasing acceptance.

Financial Inclusion: As per Global Findex Database by the World Bank in 2011, 40% of adult Indians had a bank account, which has increased to almost 80%, as on April 2018. Powering this dramatic rise has been a series of financial inclusion measures launched by the government including Aadhaar, no-frills savings bank accounts called Jan Dhan, the direct transfer of social benefit payments into these Jan Dhan accounts, and a digital payment infrastructure called BHIM.

Aadhaar Linkage: About 1.23 billion Aadhaar numbers have been generated until 20th February 2019, according to data available on the Unique Identification Authority of India (UIDAI). Aadhaar linkage enables biometric digital authentication, as part of broader digital ecosystems with additional functionality. It is widely used for direct transfer of benefits to bank accounts, e-KYC and digital document storage.

Recapitalization Package: The Government in February 2019 announced infusion of ₹ 48,239 crore in 2018-19 into 12 public sector banks to help them meet capital requirements and accelerate lending to boost growth. The recapitalization of weak banks is expected to boost credit growth, especially to small businesses, as well as help PSU banks meet capital requirements.

Insolvency and Bankruptcy Code: Bad loan recoveries in 2018-19 effected through the Insolvency and Bankruptcy Code (IBC) route was at ₹ 70,000 crore, posting a recovery rate of 43%, and twice the ₹ 35,500 crore recovered through previous resolution mechanisms like the Debt Recovery Tribunal and Lok Adalat. IBC has made material progress in addressing the logjams with faster recovery of stressed assets and quicker resolution timelines.

Increasing per capita income: India's per capita national income is set to grow at 8.19% in 2019-20. Increased income is expected to boost investments in capital market. (Source: <https://www.ceicdata.com/en/indicator/india/forecast-nominal-gdp-per-capita>)



The Company has a strong presence in India and Middle East with 480 offices serving over 1 million customers. The Assets under Custody and Management stand at ₹ 40,000 crore and SIP book size is ₹ 172 crore. The Company provides its customers with an advanced technology platform with unmatched features.

Investments

The services sector is the key driver of India's economic growth. The sector has contributed 54.17% of India's Gross Value Added at current price in 2018-19 as per CSO's second advance estimates. Services sector GVA at current basic prices has grown at 6.25% CAGR between 2011-12 and 2018-19 to reach \$ 1,294.41 billion. The sector also provides employment to a large share of the Indian population. As of 2018, 34.49% of India's employed population were working in the services sector. Foreign Portfolio/Institutional Investors (FPI/FII) have been one of the biggest drivers of India's financial markets and have invested around ₹ 12.51 trillion (\$ 171.81 billion) in India between 2001-02 and 2017-18. In March 2019, net inflows from foreign portfolio investors (FPI) in India reached ₹ 63,026 crore. Strong mandate at the Centre led to strong performance of capital markets and is expected to attract foreign investments especially given subdued performance of global capital markets.

OPPORTUNITIES & CHALLENGES

Major stock markets around the world ended in losses in 2018 as compared to a year ago, except the Indian markets. Signs around the world are not promising as trade tensions continue to persist between US and China, predictions of slowing of most economies and likely interest rate increases by US Federal Reserve on concerns of inflation. This may lead to some slowdown in FII inflow into India as investment options in US emerge. India's macro-economic conditions are expected to be fairly stable through 2019. While global growth is softening, India stands out with around 6.8% GDP growth. India's favorable demographics should support growth from a long-term perspective. The recent oil price fall augurs well for India as it reduces pressure on CAD, and provides potential for rupee appreciation. As macro-

headwinds of 2018 appear to be turning into tailwinds, the outlook for Fixed income in 2019 appears bright. Corporate earnings are also expected to stabilize in 2019 with demonetization and GST turbulence having settled.

COMPANY PERFORMANCE

Geojit Financial (the Company) is a leading investment services company with over three decades of rich experience in the Indian Capital Market – equities, derivatives, currency futures and options, portfolio management services, margin trading, loan against shares, distribution of mutual funds, life insurance, general insurance, financial planning and commodity derivatives. The Company has a strong presence in India and Middle East with 480 offices serving over 1 million customers. The Assets under Custody and Management stand at ₹ 40,000 crore and SIP book size is ₹ 172 crore. The Company provides its customers with an advanced technology platform with unmatched features.

FINANCIAL PERFORMANCE

During the year under review, operational income stood at ₹ 265.04 crore, registering 13% decline over the previous year. Total income stood at ₹ 285.29 crore, registering 15% decline over the previous year. The decline in financial product distribution income is mainly attributable to the implementation of full trail model of commission from October 2018 onwards which led to decline in the upfront income including B30 commission from ₹ 17.95 crore in 2017-18 to ₹ 7.50 crore in 2018-19. This coupled with increase in the share of low yield trading business (non Delivery) impacted profitability. Profit Before exceptional item and tax stood at ₹ 55.67 crore, registering 45% decline over the previous year. Profit After tax stood at ₹ 29.32 crore, registering 57% decline over the previous year.

In the Consolidated Accounts, the Company has created an additional provision of ₹ 599 lakhs for an Income tax demand relating to compensation received by Geojit Investment Services Limited (GISL) for discontinuing the business of commodities trading from BNP Paribas. There was also a one-off increase in expenses owing to Kerala floods wherein the Company contributed ₹ 1.5 crore to the Chief Minister's Distress Relief Fund and ₹ 30 lakh for building houses and exigencies for employees who suffered losses in the floods.

Segment-wise Performance

Equity: The average equity cash volume per day stood at ₹ 448 crore in 2018-19 from ₹ 473 crore in 2017-18 a decrease of 5%. In the Futures and Options segment, the comparable increase was 4%, ₹ 1,326 crore in 2018-19 from ₹ 1,281 crore in 2017-18. Revenue from Mobile Trading was ₹ 60 crore in 2018-19 and ₹ 52 crore in 2017-18, an increase of 17%. Similarly, income from internet broking, including mobile, came in at ₹ 86 crore in 2018-19 as compared to ₹ 87 crore in 2017-18.

The number of clients has increased to 1,007,325 from 934,000, an increase of 8%. Assets under Management and Custody increased to ₹ 40,000 crore from ₹ 38,600 crore, an increase of 4%. Our network of offices stands at 480. We are present in 19 States and 2 Union Territories.

Mutual Fund: The mutual fund distribution income was at ₹ 39.69 crore in 2018-19 and ₹ 42.64 crore in 2017-18, registering 7% decline. Regulatory interventions like decreasing the TER, enlarging B-15 scheme to B-30 and implementation of full trail model of commission resulted in the decrease in distribution revenue. Our growth in AUM equity at 40% has been better than industry growth in equity schemes AUM at 16%, attributable to slow and steady addition of new clients. SIP book (including STP) has also been steadily improving from ₹ 18 crore to ₹ 172 crore over last three years. Our sharper focus and efforts in promoting Mutual Funds, particularly SIPs have led to higher revenues. Higher returns from diversified investments and growing awareness relating to mutual funds industry resulted in business segment growth along with better buying experience for customers.

Portfolio Management Services: Our serious intentions for securing business growth are well reflected in relentless focus on growth of the segment and client handholding. We have launched Dakshin Fund focused on companies in South India.

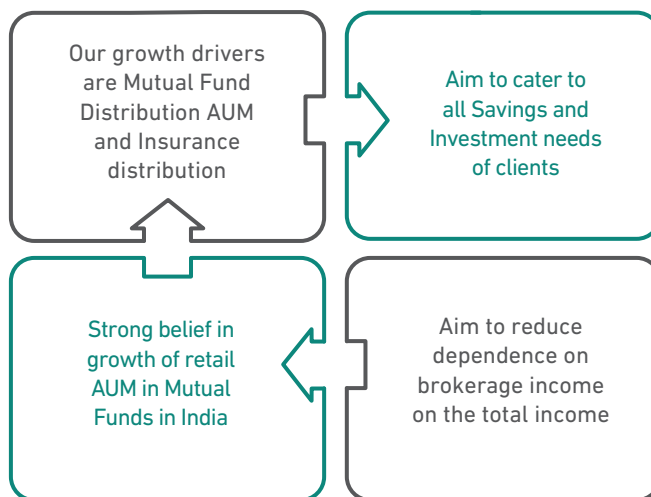
Depository Services: With growing number of clients, the number of depository accounts increased to 6.55 lakhs at the end of March 2019 from 6.12 lakhs at the end of March 2018, registering 7% growth during the year.

OVERSEAS OPERATIONS

Though situation continued to be tough in the Gulf region with uncertainty mounting due to several economic austerity

measures, our business continued to be insulated from any negative impact. Our Subsidiaries / joint ventures, Barjeel Geojit Financial Services LLC in the UAE, BBK Geojit Securities in Kuwait and QBG Geojit Securities in Oman continued with robust business operations which are expected to improve profitability in the coming years.

Growth Outlook



RISK EVALUATION AND MITIGATION

Product risk: The Company has to be very cautious on its products offerings as concentration on any product revenue may pose risk to business.

Risk mitigation: The well-diversified product offerings include brokerage, mutual fund distribution and portfolio management. The Company's products are improved upon as per evolving market needs. Diversification helps to minimize product risk.

Regulatory risk: Since the Company operates in the financial service sector, it is governed by several rules and regulations by various governing bodies. Non-compliance or misinterpretation may lead to inadequate observance. Also, the Company needs to be prepared to follow any new rules introduced or modifications brought about in existing laws. Unlike other commercial enterprises, SEBI tightly regulates the functioning of MF distributors like regulations on fees, commissions and charges. In the fiscal gone by, there was a significant reduction in MF commissions which will continue to impact the Company in the coming fiscal year as well. In addition, BSDA accounts of DP, were made commercially unviable to open impacting for small investors. AMFI and SEBI continue to prioritize direct MF sales. These developments have impacted market volumes in addition to other economic developments like general elections, etc.

Risk mitigation: Highly experienced professional team monitors strict compliance with all applicable laws and statutes. In case

of any amendments or introduction of new laws, Corporate Functions promptly calibrates with this team. The Company prioritizes compliance with any new guidelines, circulars and notifications. The internal audit team also keeps a close eye on strict adherence to all applicable best practices, approved policies, and applicable regulations.

Operational risk: Operational risks may result from inadequate control of internal processes, people, and systems. External factors also pose a threat to business operations.

Risk mitigation: Business operations are carried on the basis of well-defined policies, operational processes, and systems and are regularly subject to systems audits. In addition, maker/checker mechanism brings in an extra level of robustness to the functioning. Strong HR practices and people-friendly approach helps to keep the motivational level high and ensure a high retention rate.

Financial risk: Changes in consumer preference or over dependence on any particular region/product may pose risk to financial earnings.

Risk mitigation: Well-diversified product portfolio with widespread distribution in its areas of operations insulates the Company from risks arising from over concentration. Steady cash flow is further ensured by high focus on SIPs which generate steady and regular income flows.

Technological risk: Redundancy in technology used or lack of proper technological support may pose risk to business growth.

Risk mitigation: Highly professional team foresees future requirements and advises adequate technological requirements. The Company keeps itself sufficiently invested in latest hardware and software to meet the requirements of business, risk, and finance teams. Continuous efforts to upgrade technological processes and maintain robust IT systems help Company to avoid any technology-related risk.

Strategy risk: The Company is exposed to risk arising out of its major strategic moves and the likelihood of replication by competitors.

Risk mitigation: The Company's strategies are well thought of and formulated in accordance with applicable laws by a professional team to gain advantage over competition. Its trading platforms like SELFIE have enabled the Company to expand product distribution and services network through use of both online and offline access. The platform provides safeguard against internal and external threats to the business.

Competition risk: High growth prospects of the industry make it lucrative for new entrants both from domestic as well as international players.

Risk mitigation: The Company has created a strong portfolio with well-diversified and innovative products and services, strong focus on research and development and fair and transparent practices.

INTERNAL CONTROLS

The internal control systems are designed to safeguard the Company's assets and ensure efficient productivity at all levels. The systems are adequate for the size of business and industry in which it operates. Well-defined processes, guidelines and procedures and adequate internal information systems enable the Company to enhance the internal controls. Decision-making is made easier due to proper information flow. Periodic and frequent audits ensure strict adherence to the set procedures and processes. The Company's robust control systems safeguard sensitive data, ease out audit process, enables maintenance of proper accounting controls, monitoring of operations and conservation of assets. Internal controls also ensure strict adherence to applicable laws and regulations.

The Audit Committee of the Board keeps a close eye on business operations and functioning of the internal audit function. The findings of the Internal audit team are reviewed by the Committee at regular intervals. Appropriate actions, as deemed necessary to ensure sustainability and future growth prospects of the Company, are taken in a timely fashion. The internal controls facilitate prompt detection and redressal of any deviations in business operations. The controls put forth an accurate summary of the organization's position at all times.

HUMAN RESOURCES

The Company considers human capital to be a key pillar of growth. Its skilled and professional management team is a strong driving force. The Company ensures a safe, conducive and productive work environment. The HR policies continually strive towards attracting, retaining, and developing the best talent required for the business to grow. The aim is to minimize attrition of technologically driven and high performers, especially amidst the rapidly-evolving business environment. As on 31st March 2019, the total strength of the Company's permanent employees stood at 2,365.

CAUTIONARY STATEMENT

This document contains some statements about expected future events, financial and operating results of Geojit Financial Services Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements.

Directors' Report

To,
The Members,

Your Directors have pleasure in presenting their 25th Annual Report of the Company for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

(₹ in crore)

Particulars	Standalone			Consolidated		
	2018-19	2017-18	Change (%)	2018-19	2017-18	Change (%)
Total Revenue	285.29	334.18	(15)	318.21	367.95	(14)
Total Expenditure	229.62	232.74	(1)	249.67	252.74	(1)
Profit / (Loss) before tax	55.67	101.44	(45)	68.54	115.21	(41)
Exceptional Item	(7.50)	-	(100)	-	-	-
Total Tax Expenses	18.84	33.96	(45)	28.37	37.60	(25)
Minority Interests	-	-	-	4.65	4.49	4
Share of Profit/(loss) in Associate	-	-	-	(0.06)	0.11	(153)
Profit after tax	29.33	67.49	(57)	35.46	73.24	(52)

FINANCIAL HIGHLIGHTS OF SUBSIDIARIES

Company Name	FY 2018-19 Total income	FY 2018-19 Total Expense	FY 2018-19 Profit / (Loss) after tax
Indian Subsidiaries (₹ in crores)			
Geojit Technologies (P) Ltd	28.26	11.51	13.32
Geojit Credits (P) Ltd	1.58	1.97	0.56
Geojit Investment Services Ltd	1.15	0.55	-5.50
Geojit Techloan (P) Limited	-	0.005	-0.0045
Overseas Subsidiaries, joint ventures & Associates (₹ in lakhs)			
Barjeel Geojit Financial Services LLC	870	677	193
Al-Oula Geojit Capital Company	140	551	(411)
Quorum Business Group Geojit Securities LLC	220	229	(9)
BBK Geojit Securities KSC	43	49	(6)

Note :

- For Barjeel and Aloula (Joint ventures) the figures shown above are the share of GFSL, which is getting consolidated based on "Proportionate consolidation method"
- Consolidation of BBK is on "equity method". Therefore the consolidated profit / (loss) is directly adjusted to the carrying amount of investments in the books. (ie. The total income and total expense do not directly get consolidated. Only the share of GFSL in total gain / (loss) is consolidated into P&L.)

REVIEW OF PERFORMANCE

On a standalone basis, your Company has recorded a total income of ₹ 285.29 crores for the financial year ended 31st March, 2019. The profit before tax is ₹55.67 crores and the net profit after tax is ₹ 29.33 crores. Basic earnings per share work out to ₹ 1.49 compared to ₹ 3.09 in the previous year.

On a consolidated basis your company earned a total income of ₹ 318.21 crores for the financial year, profit before tax of ₹ 68.54 crores and a net profit of ₹ 35.46 crores.

A detailed analysis of the performance is given in the Management Discussion and Analysis Report appended hereto.

DIVIDEND

The Board at their meeting held on 30th May, 2019 has recommended a final dividend of ₹1/- per equity share for the financial year 2018-19. The proposal is subject to the approval of the shareholders of the Company at its ensuing Annual General Meeting to be held on 7th August, 2019.

CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements of the Company are prepared in accordance with Section 129 of the Companies Act, 2013 read with relevant Accounting Standards issued by the Institute of Chartered Accountants of India and forms part of this Annual Report.

STATE OF COMPANY'S AFFAIRS AND OPERATIONS

The strategic transformation initiated by the Company a few years ago has also shown encouraging results. The equity brokerage, commodity, mutual fund distribution and PMS businesses are building scale across AUM&C, sales and volumes. The SIP book size has seen an increase of over 800 percent in a little over three years since the Company made the strategic move to active distribution of Mutual fund.

Building on its PMS business, the Company launched Dakshin, a unique multi-cap portfolio that will invest only in stocks of 25 companies that are headquartered in the five South Indian states. It is an equity diversified, open ended multi-cap growth portfolio which will be benchmarked against broader index Nifty 500.

INCREASE IN SHARE CAPITAL

During the year under review, the paid up share capital of the Company increased from ₹23,78,69,523/- divided into 23,78,69,523 equity shares of ₹1/- each to ₹23,82,95,401/- divided into 23,82,95,401 equity shares of ₹1/- each, consequent to the issue of 4,25,878 equity shares to employees upon exercise of stock options under Employee Stock Option Plan- 2010 and Employee Stock Option Scheme- 2016 of the Company.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on 31st March, 2019, following are the subsidiaries/associate/joint ventures of the Company:

Subsidiaries:

- i. Geojit Credits Private Limited
- ii. Geojit Investment Services Limited
- iii. Geojit Technologies Private Limited
- iv. Geojit Techloan Private Limited
- v. Qurum Business Group Geojit Securities LLC

Joint Ventures:

- i. Barjeel Geojit Financial Services L.L.C
- ii. Aloula Geojit Capital Company

Associates:

- i. BBK Geojit Securities KSC

The National Company Law Tribunal vide its order dated 31.07.2018 approved the scheme of merger of two wholly owned subsidiaries viz, Geojit Financial Management Services Private Limited and Geojit Financial Distribution Private Limited with Geojit Investment Services Ltd (another wholly owned subsidiary). The Company is also in the process of filing with the National Company Law Tribunal for scheme of merger by absorption of Geojit Investment Services Limited with Geojit Financial Services Limited.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. Inductions

The following appointments were made during the year

- Ms. Mohana Raj Nair as Independent Director with effect from 02nd August, 2018.
- Mr. A Balakrishnan as Whole-time Director with effect from 02nd August, 2018 and as key managerial person as defined under Section 2(51) of Companies Act, 2013.
- Mr. Satish Menon as Whole-time Director with effect from 02nd August, 2018 and as key managerial person as defined under Section 2(51) of Companies Act, 2013.
- Mr. Sanjay M Kaul, IAS as Non- Executive Director (nominee of Kerala State Industrial Development Corporation Limited) with effect from 18th September, 2018
- Dr. Sharmila Mary Joseph, IAS as Non- Executive Director (nominee of Kerala State Industrial Development Corporation Limited) with effect from 11th January, 2019

II. Re-appointments

As per the provisions of the Companies Act, 2013, Mr. Punnoose George who has been longest in the office, retires by rotation at the ensuing Annual General Meeting and being eligible seeks re-appointment. The Board recommends his re-appointment.

III. Retirements and Resignations

Mr. A P Kurian resigned as Chairman and Non-Executive Independent Director effective March 29, 2019. Dr. M Beena, IAS and Mr. Sanjay M Kaul IAS (nominees of Kerala State Industrial Development Corporation Limited) resigned as Non-Executive Directors of the company effective September 18, 2018 and January 11, 2019 respectively.

ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEE AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of Companies Act, 2013 and the Listing Regulations, the Board of Directors has carried out an annual evaluation of its own performance, its Committee and individual Directors. Assessment for evaluation of performance of Board, its committees and individual directors were prepared based on various aspects, which among other parameters, included composition of the Board and its Committees, conducting of Board Meetings, effectiveness of its governance practices etc.

Further the Independent Directors, at their meetings held during the year, reviewed the performance of the Board, the non Independent Directors and the Chairman.

CODE OF CONDUCT FOR DIRECTORS & SENIOR OFFICERS

The Board has adopted a Code of Conduct for Directors & Senior Management in accordance with the provisions of the Companies Act, 2013 and Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code also incorporates the duties of Independent Directors. All the Board Members and Senior Management Personnel have confirmed compliance with the Code. A declaration to that effect signed by the Managing Director forms part of the Corporate Governance Report. A copy of the Code has been put on the Company's website.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company are persons of integrity, possessing rich experience and expertise in the field of corporate management, finance, capital market, economic and business information. The company has issued appointment letter to the Independent Directors setting out in detail, the terms of appointment, duties, roles & responsibilities and expectations of the Independent Director. The Board of Directors has complete access to the information within the Company. Presentations are regularly made to the Board of Directors / Audit Committee

/ Nomination & Remuneration Committee / Corporate Social Responsibility Committee / Stakeholders Relationship Committee on various related matters, where Directors have interactive sessions with the Management.

The details on the Company's familiarization programme for Independent Directors can be accessed at <http://www.geojit.com/pdfs/FAMILIARIZATIONPROGRAMMEFORINDEPENDENTDIRECTORS.pdf>

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and in terms of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013 and based on the representations received from the Management, your Directors state that :

- i. in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards have been followed and there are no material departures from the same;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the company for the year ended on that date;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

POLICY RELATING TO DIRECTORS APPOINTMENT

The Company with the approval of Nomination & Remuneration Committee has adopted a policy on Board diversity and the recommendation of candidature for Board appointment will be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis is given separately and forms part of this Annual Report.

CORPORATE GOVERNANCE

Your Company has complied with the Corporate Governance requirements under Companies Act, 2013 and as stipulated under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed Report on Corporate Governance is given as Annexure I to this Report. A certificate of Statutory Auditor confirming compliance of the Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

EXTRACT OF ANNUAL RETURN

The extract of the Annual return in Form MGT - 9 is given as Annexure II to this Report.

AUDITORS

At the Annual General Meeting held on 4th August, 2016, M/s. B S R & Associates LLP, Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the Twenty Seventh Annual General Meeting to be held in the financial year 2021.

The Auditors' Report to the Shareholders for the year under review does not contain any qualification.

SECRETARIAL AUDIT REPORT

In accordance with the provisions of Section 204 of the Companies Act, 2013, the Board has appointed M/s. Satheesh & Remesh - Company Secretaries in Whole Time Practice, Kochi as the Secretarial Auditor for the financial year 2018-19. The report of the Secretarial Auditor for the FY 2018-19 is annexed to this report as Annexure III.

There are no audit qualifications in the said Secretarial Audit Report.

NUMBER OF BOARD MEETINGS

The Board of Directors met 7 times in the financial year 2018-19. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee is constituted with three Non- Executive Independent Directors comprising of Mr. R Bupathy, as the Chairman, Mr. Radhakrishnan Nair and Mr. Mahesh Vyas as other Committee Members.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees of the Company. The policy was approved by the Nomination & Remuneration Committee of the Company.

The Non-Executive Directors of the Company shall be entitled to receive remuneration by way of sitting fees for attending meeting of the Board and Committees thereof.

The remuneration to KMP's and SMP's and employees shall include direct remuneration and indirect remuneration primarily and strategic remuneration which can be Performance Linked and/or Profit linked incentive.

Remuneration Policy of the Company can be accessed at <https://www.geojit.com/pdfs/Remuneration-Policy.pdf>.

RISK MANAGEMENT POLICY

Risks are an integral part of business and it is imperative to manage these risks at acceptable levels in order to achieve business objectives. The risks to which the Company is exposed are both external and internal. Your company has formulated a Risk Management Policy to provide an integrated and standardized approach in managing all aspects of risk to which your Company is exposed. An Internal Risk Management Committee monitors the Enterprise risk management policy with participation from officers responsible for risk management and to take appropriate steps to ensure that these risks are at acceptable levels.

WHISTLE BLOWER POLICY & VIGIL MECHANISM

Your Company has laid down a Vigil Mechanism and formulated a Whistle Blower Policy in order to provide a framework for responsible and secure whistle blowing mechanism. The Policy aims to provide an avenue for Employees and Directors to raise their concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct and it also empowers the Audit Committee of the Board of Directors to investigate the concerns raised by the employees.

All Directors and Employees of the Company are eligible to make protected disclosures under the Policy addressed to the Vigilance Officer of the Company in relation to matters concerning the Company. We further affirm that, no employee of the Company was denied access to the Audit Committee.

The details on the Company's Whistle Blower Policy and Vigil Mechanism can be accessed at [http://www.geojit.com/pdfs/VIGIL_MECHANISM%20 %20Final%20Draft_Revised.pdf](http://www.geojit.com/pdfs/VIGIL_MECHANISM%20%20Final%20Draft_Revised.pdf)

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee has formulated and recommended to the Board a Corporate Social Responsibility Policy (CSR Policy) indicating activities to be undertaken by the Company, which has been approved by the Board. The Company established a charitable trust namely Geojit Foundation and carry the CSR activities of the company through the foundation.

The Company has identified Education and Health as key focus areas of engagement for CSR activities. The Company would also undertake other initiatives in compliance with the Section 135 read with Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities is annexed herewith and marked as Annexure IV to this report. The CSR Policy of the company is available on website of the company at https://www.geojit.com/pdfs/CSR_Policy_17-5-2018.pdf

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. As required under the Law, an internal complaints committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place.

Your Directors further state that during the year under review, one complaint was received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the same was investigated in accordance with the procedures prescribed and adequate steps were taken to resolve them.

INTERNAL CONTROL SYSTEM

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies.

The scope and authority of the Internal Audit activity are well defined in the Internal Audit Charter, approved by the Audit Committee. The Company has a dedicated Internal Audit team with skills commensurate with the size, nature & complexity of

operations of the Company. Internal Audit Department reports functionally to the Audit Committee of the Board which reviews and approves risk based annual internal audit plan. Audit Committee periodically reviews the performance of internal audit function. During the year, the Audit Committee met regularly to review reports submitted by the Internal Audit department. All significant audit observations and follow-up actions there on were reported to the Audit Committee.

The Company's Board & Audit Committee reviews adherence to internal control systems, internal audit reports and legal compliances. The Audit Committee reviews all quarterly and yearly financial results of the Company and recommends the same to Board for its approval.

INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company has adopted a Code of Conduct for Prevention of Insider Trading and Policy on Disclosure of Material Events/ Information which is applicable to all Directors and the Designated Employees of the Company. The Code lays down the guidelines, which advices on the procedures to be followed and disclosures to be made while dealing in shares of the Company and indicate the consequences of non-compliance. A copy of the Code has been put on the Company's website.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with the related parties were in the ordinary course of business and on an arm's length basis. During the year the company had not entered into any contract/ arrangement /transaction with any related party which could be considered material in accordance with the policy of the company on materiality of related party transactions. Disclosure in Form AOC-2 is given as Annexure V.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

Your Directors draw attention of the members to Note 39 to the financial statement, which sets out related party disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company's head office is an energy efficient building consuming 25 percent less energy and over 40 percent less water than conventional buildings of similar size. The company also ensures optimised and efficient energy management in all its offices, located across India. With the implementation of its digital initiatives the company has also substantially reduced its paper consumption.

The company has always leveraged technological innovations to improve its operational efficiency to satisfy and retain its customer base. Keeping in line with SEBI guidelines the company has been automating the customer on-boarding process. This has enabled the Company to reduce time-consuming activities and complexity of manual on-boarding programs.

Today, almost 60 percent of the Company's clients trade online and over 40 percent buy and sell mutual funds using its online trading platforms and mobile apps. The latest updates on our online platforms and apps give investors a more powerful trading experience.

The details regarding foreign exchange earnings and outgo are given as Annexure VI to this Report.

HUMAN RESOURCES

As a service Company, the Company's operations are heavily dependent on qualified and competent personnel. As on 31st March, 2019, the Company had 2365 permanent employees on its rolls. Your Company takes significant effort in training all employees at various levels.

PARTICULARS OF EMPLOYEES

Particulars of employees covered by the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as Annexure VII to this Report.

EMPLOYEE STOCK OPTION SCHEME (ESOS)

The Company presently has three Employee Stock Option Schemes viz, ESOS 2010, ESOS 2016 and ESOS 2017. The Nomination & Remuneration Committee at its meetings held during the year granted 22,89,608 options under ESOS 2016 and 14,72,516 options under ESOS 2017. The Board of Directors of the Company has allotted total 4,06,282 equity shares of ₹1/- each under ESOS 2010 Scheme and 19,596 equity shares of ₹1/- each under ESOS 2016 Scheme to its employees who exercised the stock options on various dates at various exercise prices in accordance with the terms and conditions of ESOS.

The aforesaid ESOS schemes are in compliance with SEBI (Share Based Employees Benefits Scheme) Regulations, 2014 and the details are attached as Annexure VIII to this report and also available on our website and can be accessed at <https://www.geojit.com/pdfs/ESOSDisclosure.pdf>

TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO IEPF

Pursuant to the provisions of Section 124 of the Companies Act, 2013, money transferred to the Unpaid Dividend Account

of the Company and which has remained unpaid or unclaimed for a period of seven years from the date of transfer has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 125 of the said Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in this Annual Report.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

- Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- Issue of equity shares with differential right as to dividend, voting or otherwise
- Issue of shares (including sweat equity shares) to employees of the company under any scheme save and except ESOS referred to in this report.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

ACKNOWLEDGEMENTS

Your Directors wish to acknowledge the valuable guidance and assistance received from Securities and Exchange Board of India, Stock Exchanges, Commodity Exchanges, Depositories & other Regulatory Authorities, BNP Paribas, KSIDC, our clients and business partners. We look forward to receiving their continued support and encouragement. The Board of Directors wishes to extend their thanks and appreciation and express their gratitude for the continuing commitment and dedication of employees at all levels. The Directors are thankful to the esteemed shareholders for their support and the confidence reposed in the Company.

For and on behalf of the Board of Directors

Place : Kochi
 Date: 30.05.2019

**Sd/-
 Chairman**

ANNEXURE - I TO DIRECTORS' REPORT**Corporate Governance Report**

[Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The basic philosophy of Corporate Governance at 'Geojit Financial Services Ltd' is to achieve business excellence and to create and enhance the value for its Stakeholders, Customers, Employees and Business Associates and thereby to make a significant contribution to the economy. The Company endeavors to achieve the highest levels of transparency, accountability, integrity and responsibility by following the best practices in Corporate Governance.

BOARD OF DIRECTORS

The Board of Directors comprises of total nine Directors as on 31st March 2019 out of which three are Executive Directors and six are Non-Executive Directors including four Independent Directors.

There are no inter-se relationships between any of the Directors of the Company.

In the opinion of the Board, all the Independent Directors fulfill the conditions specifies in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and are independent of the management.

Except for the Managing Director, Independent Directors and Nominee Director, all other Directors are liable to retire by rotation as per the provisions of the Companies Act, 2013.

MEETING AND COMPOSITION

During the year ended 31st March 2019, seven Board Meetings were held on 23rd April 2018, 16th May 2018, 02nd August 2018, 24th October 2018, 17th January 2019 and 26th March 2019. Two meetings were held on 02nd August 2018.

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting are given below:

Name of Director	Category	Number of shares held in the Company as on 31.03.2019	Attendance at	
			Board Meetings	Last AGM
Mr. A. P. Kurian [^]	C, NE & I	3,99,600	7	Yes
Mr. C. J. George	MD & P	4,33,13,236	7	Yes
Mr. A. Balakrishnan [#]	WTD	2,38,802	3	ND
Mr. Satish Menon [#]	WTD	6,35,578	3	ND
Mr. R. Bupathy	NE & I	18,000	7	Yes
Mr. Mahesh Vyas	NE & I	Nil	7	Yes
Mr. Radhakrishnan Nair	NE & I	Nil	6	No
Mrs. Mohana Raj Nair ^{\$}	NE & I	Nil	2	Yes
Mr. Punnoose George	NE	99,25,000	6	Yes
Dr. M. Beena [*]	N, NE	Nil	1	No
Mr. Sanjay M. Kaul [*]	N, NE	Nil	0	ND
Dr. Sharmila Mary Joseph [*]	N, NE	Nil	0	ND

C : Chairman;

MD : Managing Director;

WTD : Whole-time Director;

NE : Non-Executive Director;

N : Nominee Director;

ND : Not Director

I : Independent Director;

P : Promoter,

The details of other directorships and memberships in committees are as given below

Name of Director	Number of Directorship in other listed Companies	Committee Positions in other listed Companies		Directorship in other listed Companies	
		Committee Member	Committee Chairman	Name of Company	Category of Directorship
Mr. C. J. George	1	2	0	1. V-Guard Industries Limited	1. Independent Director
Mr. A Balakrishnan [#]	0	0	0	-	-
Mr. Satish Menon [#]	0	0	0	-	-
Mr. R.Bupathy	1	1	1	1. Jubilant Industries Limited	1. Independent Director
Mr. Mahesh Vyas	0	0	0	-	-
Mr. Radhakrishnan Nair	3	2	0	1. ICICI Bank Limited	1. Independent Director
				2. ICICI Prudential Life Insurance Company Limited	2. Independent Director
				3. ICICI Securities Primary Dealership Limited	3. Independent Director
Mrs. Mohana Raj Nair [§]	0	0	0	-	-
Mr. Punnoose George	0	0	0	-	-
Dr. M. Beena*	ND	ND	ND	ND	ND
Mr. Sanjay M. Kaul*	ND	ND	ND	ND	ND
Dr. Sharmila Mary Joseph*	1	0	0	1. Nitta Gelatin India Limited	1. Nominee Director
Mr. A. P. Kurian [^]	ND	ND	ND	ND	ND

ND : Not Director as on 31.03.2019

[^] Mr. A P Kurian resigned from the Board of Directors of the Company w.e.f 29th March 2019.

[#] Mr. A Balakrishnan and Mr. Satish Menon were appointed as Whole-time Directors (Additional) on 02nd August 2018.

[§] Mrs. Mohana Raj Nair was appointed as Independent Director (Additional) on 02nd August 2018.

*Kerala State Industrial Development Corporation Limited (KSIDC) a public financial institution owned by Government of Kerala which holds about 8.4% of equity shares of the Company nominated Dr. M Beena, IAS, then Managing Director of KSIDC as their Nominee Director in the Board of the Company w.e.f 5th February 2016. Dr. M Beena was replaced by Mr. Sanjay M Kaul IAS w.e.f. 18th September 2018, as nominated by KSIDC. Dr. Sharmila Mary Joseph, Managing Director of KSIDC was appointed by KSIDC w.e.f. 11th January 2019 replacing Mr. Sanjay M Kaul, IAS.

Other directorships include listed companies and do not include directorships of Geojit Financial Services Limited, unlisted Public Companies, Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Chairmanship / Membership of Board Committees include Chairmanship / Membership of Audit Committee and Stakeholders Relationship Committee only as clarified under Regulation 26 of SEBI (LODR) Regulations, 2015. The Membership / Chairmanship of Board Committees of unlisted Public Companies, Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013. are excluded for the purpose. None of the directors of the Company are related to each other.

KEY BOARD QUALIFICATION INDICATORS

The Company primarily engages in financial services sector and identifies the following skills/expertise/competencies fundamental for the effective functioning of the Company. The Board takes in to consideration these attributes while nominating candidates to serve on the Board.

Financial Skills : Understanding financial markets, financial products, risk management, financial controls and financial statements.

Governance : Strategic thinking, serving the best interest of all stakeholders, maintaining Board and Management accountability, driving corporate ethics and values.

Technical skills : Knowledge of legal and regulatory aspects.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details on the Company's familiarization programme for IDs can be accessed at: <https://www.geojit.com/pdfs/FAMILIARIZATIONPROGRAMMEFORINDEPENDENTDIRECTORS.pdf>

REAPPOINTMENT OF DIRECTORS

Mr. Punnoose George shall retire by rotation at the ensuing Annual General Meeting pursuant to Section 152 of Companies Act, 2013 and being eligible offers himself for reappointment. The brief resume and information relating to Mr. Punnoose George is furnished as part of the Notice convening the Annual General Meeting.

AUDIT COMMITTEE

The Company's Audit Committee consisted of three Non-Executive Independent Directors during the year.

The qualification of the members of the Committee, its composition and terms of reference are as per the requirements of Regulation 18 of SEBI (LODR) Regulations, 2015. The Audit Committee inter-alia monitors and provides effective supervision of financial reporting process and ensures that financial statement is accurate, sufficient and credible. The Chairman of the Audit Committee, Mr. R. Bupathy has expert knowledge of finance and accounting. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Meeting and Composition

During the year ended 31st March 2019, the Committee met five times on 15th May, 2018, 01st August 2018, 23rd October, 2018, 16th January, 2019 and 26th March 2019.

The composition of the Committee and their attendance details are given below:

Name of Members of Audit Committee	Category	No. of meetings attended
Mr. R.Bupathy	Chairman, Non – Executive Independent Director	5
Mr. A.P.Kurian	Member, Non – Executive Independent Director	5
Mr. Mahesh Vyas	Member, Non – Executive Independent Director	5
Mr. Radhakrishnan Nair	Member, Non – Executive Independent Director	-

The Committee was reconstituted on 26th March 2019 by appointing Mr. Radhakrishnan Nair, Independent Director as a member in place of Mr. A P Kurian, Independent Director.

The Audit Committee is empowered pursuant to its terms of reference which includes its duties, review of information and reporting as provided below:

Duties

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings

- e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Review of Information:**
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- Reporting**
- The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee and the Chairman of the Committee shall, at a minimum attend the Board meeting at which the accounts are approved.
- The Audit Committee shall annually review its terms of reference and its own effectiveness and recommend to the Board any necessary changes.
- If the Board does not accept the audit committee recommendation the same shall be disclosed in the Board's report along with the reasons therefore.
- The Audit Committee Chairman shall attend the AGM and shall answer questions, through the Chairman of the Board, on the Audit Committees activities and its responsibilities.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee (NRC), comprising three independent directors as its members, inter-alia oversees the Company's nomination process for the Directors, senior management and coordinates the annual self-evaluation of the performance of the Board, Committees and of individual Directors. The NRC further reviews and monitors the implementation of the Employee Stock Option Schemes (ESOS) approved by the Board from time to time.

The broad terms of reference of the Remuneration Committee are as follows

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising suitable policy on board diversity
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. To formulate a policy to ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial person and senior management involves a balance between fixed and incentive pay reflecting short and long term

performance objectives appropriate to the working of the company and its goal.

- 6) To consider other topics as determined by the Board of Directors of the Company.

Meeting and Composition

Five meetings of the Committee were held during the year on 23rd April 2018, 16th May 2018, 14th November 2018, 6th December 2018 and 26th March 2019. The composition of the Committee and their attendance details are given below:

Name of Members of Nomination & Remuneration Committee	Category	No. of meetings attended
Mr. R. Bupathy	Chairman, Non – Executive Independent Director	5
Mr. Mahesh Vyas	Member, Non – Executive Independent Director	5
Mr. Radhakrishnan Nair	Member, Non- Executive Independent Director	5

The Committee recommended following criteria for evaluation of Independent Directors:

- Qualification and Experience
- Sufficient understanding and knowledge of the Company and the industry
- Effective contribution to the Board with Independent views and judgement
- Fulfilment of the independence criteria as specified in the Listing Regulations
- Independence from other Directors, the entity and its Management

Remuneration to Managing Director/ Whole-time Directors

The remuneration structure of the Managing Director/Whole-time Directors comprise of salary, commission, perquisites and allowances, contribution to Provident Fund and Gratuity.

The details of remuneration paid / payable to the Managing Director/Whole-time Directors for the year 2018-19 is given below –

Name of Director	Mr. C J George, Managing Director	Mr. Satish Menon Whole-time Director*	Mr. A Balakrishnan Whole-time Director*
Period of Service	5 years w.e.f. 24.11.2014	5 years w.e.f. 02.08.2018	5 years w.e.f. 02.08.2018
Salaries (in ₹)	92,24,266	38,80,524	38,70,024
Perquisites (in ₹)	5,82,635	1,03,069	51,700
Commission (in ₹)	85,61,000	21,61,000	21,61,000
Stock Option (in ₹)	-	-	-

*Salary of Whole time Directors are only considered from August, 2018.

Remuneration to Non-Executive Directors

The Non-Executive Directors do not draw any remuneration from the Company except sitting fees. The sitting fees paid for each Meeting is as below:

Board Meeting	₹ 40,000
Audit Committee Meeting	₹ 40,000
Other Committees (Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee)	₹ 10,000
Independent Directors' Meeting	₹ 40,000

The total amount of sitting fees paid during the year was ₹ 24,00,000/- as follows -

Name of Director	Details of Sitting Fees Paid (in ₹)					
	For Board Meeting	For Audit Committee Meeting	For Nomination and Remuneration Committee Meeting	For Stakeholders' Relationship Committee Meeting	For Corporate Social Responsibility Committee Meeting	For Independent Directors' Meeting
Mr. A.P.Kurian [^]	2,80,000	2,00,000	-	-	20,000	40,000
Mr. C.J.George	-	-	-	-	-	-
Mr. A Balakrishnan [#]	-	-	-	-	-	-
Mr. Satish Menon [#]	-	-	-	-	-	-
Mr. R.Bupathy	2,80,000	2,00,000	50,000	10,000	-	40,000
Mr. Mahesh Vyas	2,80,000	2,00,000	50,000	-	-	40,000
Mr. Radhakrishnan Nair	2,40,000	-	50,000	-	-	40,000
Mrs. Mohana Raj Nair [§]	80,000	-	-	-	-	-
Mr. Punnoose George	2,40,000	-	-	10,000	10,000	-
Dr. M Beena [*]	40,000	-	-	-	-	-
Mr. Sanjay M Kaul [*]	-	-	-	-	-	-
Dr. Sharmila Mary Joseph [*]	-	-	-	-	-	-
Total	14,40,000	6,00,000	1,50,000	20,000	30,000	1,60,000

[^] Mr. A P Kurian resigned from the Board of Directors of the Company w.e.f 29th March 2019.

[#] Mr. A Balakrishnan and Mr. Satish Menon were appointed as Whole-time Directors (Additional) on 02nd August 2018.

[§] Mrs. Mohana Raj Nair was appointed as Independent Director (Additional) on 02nd August 2018.

^{*} Mr. Sanjay M Kaul IAS was appointed in place of Dr. M Beena IAS as Nominee Director of KSIDC Limited w.e.f. 18th September, 2018. Dr. Sharmila Mary Joseph IAS was appointed in place of Mr. Sanjay M Kaul IAS as Nominee Director of KSIDC Limited w.e.f. 11th January 2019.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company's Corporate Social Responsibility Committee (CSR) consisted of one Independent Director, one Executive Director and one Non Executive Director as its members during the year. The Board of Directors has adopted a CSR Policy to streamline the CSR activities and convey to all the stakeholders the CSR focus areas adopted by the Company.

The CSR committee recommends the specific CSR initiatives to be adopted by the Company, the amount of expenditure to be budgeted for the activities, monitors the CSR Policy of the company and provides to the Board a responsibility statement on the implementation and monitoring of CSR Policy

Meeting and Composition

During the year ended 31st March 2019, two CSR committee meetings were held on 15th May 2018 and 26th March 2019. The composition of the Committee and their attendance details are given below:

Name of Members of Corporate Social Responsibility Committee	Category	No. of meetings attended
Mr. A P Kurian	Chairman, Non – Executive Independent Director	2
Mr. C J George	Member, Managing Director	2
Mr. Punnoose George	Member, Non- Executive Director	1

The Committee was reconstituted on 30th May 2019 by appointing Mr. R Bupathy, Independent Director as member and Chairman in place of Mr. A P Kurian, Independent Director who resigned from the Board w.e.f. 29.03.2019.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee (SRC) consisted of one Independent Director, one Executive Director and one Non Executive Directors as its members during the year.

The Stakeholders Relationship Committee reviews and redresses shareholder grievances / complaints and oversees the performance of the Registrars and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. Mr. Liju K Johnson, Company Secretary of the Company acts as the Secretary to the Committee and as the Compliance Officer.

Meeting and Composition

One meeting of the Committee was held during the year on 26th March 2019. The composition of the Committee and their attendance details are given below:

Name of Members of Stakeholders Relationship Committee	Category	No. of meetings attended
Mr. R Bupathy	Chairman, Non – Executive Independent Director	1
Mr. C J George	Member, Managing Director	1
Mr. Punnoose George	Member, Non- Executive Director	1

Given below is the position of investor queries / complaints and other correspondences received and attended to during 2018-19:

Nature of complaint / queries	No. of complaints
For non-receipt of dividend, shares lodged for transfer, issue of duplicate share certificates.	Nil
Queries / Complaints redressed	Nil
Pending queries / complaints as on 31.03.2019	Nil
Other letters received from shareholders and replied	90

Every letter received from the investors is replied generally within two weeks of receipt unless the issues involved require investigation or looking into very old records to be retrieved from record room or information is to be obtained from banks or others.

ENTERPRISE RISK MANAGEMENT COMMITTEE

The Enterprise Risk Management Committee consists of one Executive Director, one Non Executive Independent Director and one Non-Executive Director.

The Board of Directors has adopted a Risk Management Policy to provide an integrated and standardized approach to managing all aspects of the risk to which the Company is exposed.

Meeting and Composition

No meetings of the Committee were held during the year 2018-19. The details on composition of the Committee are given below:

Name of Members of Enterprise Risk Management Committee	Category
Mr. Mahesh Vyas	Non Executive Independent Director
Mr. C J George	Managing Director
Mr. Punnoose George	Non Executive Director

DE-MATERIALISATION OF SHARES AND TRANSFERS

99.90% of shares of the Company are traded in de-materialized form. A table showing the requests received for de-materialization / transfer during 2018-19 is given below –

	Transfers		Demats		Remats	
	No. of requests	No. of shares	No. of requests	No. of shares	No. of requests	No. of shares
Lodged	3	8000	9	37522	-	-
Processed	3	8000	9	37522	-	-
Objections	-	-	-	-	-	-
Pending as on 31.03.2019	-	-	-	-	-	-

GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time	No. of Special Resolutions approved at the AGM
2017-2018	The Renai Cochin, Palarivattom, Kochi - 682025	02.08.2018	4.00 p.m	1
2016-2017	The Renai Cochin, Palarivattom, Kochi - 682025	25.07.2017	4.00 p.m	Nil
2015-2016	The Renai Cochin, Palarivattom, Kochi - 682025	04.08.2016	4.00 p.m	1

Extra-Ordinary General Meetings

No Extra- Ordinary General Meeting was held during the year 2018-19.

Postal Ballot

Two special resolutions requiring postal ballot is being proposed on or before the ensuing Annual General Meeting of the Company.

During the year under review, one special resolution has been passed through the exercise of postal ballot. A snapshot of the voting results of the postal ballot is as below:

Date of Postal Ballot Notice	: 25.09.2018	Voting Period	: 16.10.2018 to 14.11.2018
Date of Declaration of Results	: 16.11.2018	Date of Approval	: 14.11.2018

Name of Resolution	Type of resolution	No: of votes polled	Votes cast in favour		Votes cast against	
			No: of Votes	%	No: of Votes	%
1. Alteration of Objects Clause in the Memorandum of Association of the Company	Special Resolution	13,25,39,232	13,25,35,696	99.997	3,536	0.003

The company successfully completed the process of obtaining approval of its shareholders for special resolutions detailed above through postal ballot.

Mr. Satheesh Kumar N, Practicing Company Secretary (ICSI membership No: ACS 16543 and Certificate of Practice No: 6607), was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

Procedure for Postal Ballot

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Act, read with related Rules, the Company provides electronic voting facility to all its Members, to enable them to cast their votes electronically. The Company engages the services of NSDL for the purpose of providing e-facility to all its Members. The Members have the option to vote either by physical ballot or by e-voting.

The Company dispatches the postal ballot notices and forms along with postage pre-paid business reply envelopes to its Members whose names appear in the Register of Members/ the List of beneficiaries as on a cut-off date. The Postal Ballot Notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and the applicable Rules.

Voting rights are reckoned on the paid-up value of shares registered in names of Members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the Scrutinizer on or before the end of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last day of e-voting.

The Scrutinizer submits his/her report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman/authorised officer. The results are also displayed on the website of the Company, www.geojit.com, besides being communicated to the Stock Exchanges, Depositories and the Registrar and Transfer Agent.

DISCLOSURES

1. Related Party Transactions

All related party transactions during the year were on an arm's length price basis and in the ordinary course of business. All these transactions were approved by Audit Committee. The Board approved policy for related party transactions has been uploaded on the website of the company and can be accessed at <https://www.geojit.com/About-Us/PDFs/Related%20Party%20Policy.pdf>

Loan given to Subsidiary - Geojit Credits Private Limited ₹2.77 crores as on 31.03.2019 (Maximum amount outstanding during the current year is ₹4.27 crores).

Related party disclosures are provided in Note 39 of the Notes forming part of the accounts in accordance with the provisions of Accounting Standards 18 – "Related Party Disclosures" issued by the Institute of Chartered Accountants of India.

In the opinion of the Board, the transactions entered into by the Company with the related parties were not in conflict with the interest of the Company.

- Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the stock exchanges or the Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years: NIL

3. Vigil Mechanism and Whistle Blower Policy

The Company has laid down a Vigil Mechanism and formulated a Whistle Blower Policy in order to provide a framework for responsible and secure whistle blowing mechanism. Details of the Vigil Mechanism are given in the Directors' Report. The Policy can be accessed at: [https://www.geojit.com/pdfs/VIGIL_MECHANISM%20 %20 Final%20Draft_Revised.pdf](https://www.geojit.com/pdfs/VIGIL_MECHANISM%20%20Final%20Draft_Revised.pdf)

The Company confirms that it has not denied any personnel access to the Audit Committee of the Company in respect of matters involving alleged misconduct and that it has provided protection to "Whistle Blowers" from unfair termination and other unfair or prejudicial employment practices.

4. Policy for Determining Material Subsidiaries

In terms of Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy for determining Material Subsidiaries and the same is available on the Company's website. The Policy can be accessed at: <https://www.geojit.com/pdfs/Policy-on-Material-Subsidiary.pdf>

- Disclosure regarding Sexual Harrassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sl. no	Particulars	
1	Number of Complaints filed during the financial year	1 (One)
2	Number of Complaints disposed off during the financial year	1 (One)
3	Number of Complaints pending as on 31.03.2019	Nil

6. M/s B S R & Associates LLP, Chartered Accountants (ICAI Regn. No. 116231W/W-100024) have been appointed as the Statutory Auditors of the Company for a period of five years w.e.f. 04.08.2016. The particulars of payment of Statutory Auditors' fees, on consolidated basis are given below:

Sl. no	Particulars	Amount
1	Statutory audit fees	1,650,000
2	Limited review fees	740,000
3	Tax audit	100,000
4	Certifications	328,000
Total		2,958,900

7. Resignation of Independent Director

Mr. A P Kurian, Independent Director, resigned from the Board of Directors of the Company w.e.f. 29th March 2019, in view of the new compliance requirements under the Listing Regulations. As disclosed by Mr. Kurian, there are no other material reasons for the resignation.

8. The Company has fulfilled the following non mandatory requirements as prescribed under Schedule II Part E of SEBI (LODR) Regulations, 2015:

- The statutory financial statements of the Company are unmodified.
- Mr. A P Kurian was the Chairman of the Company till 29th March 2019. Mr. R Bupathy has been appointed as the Chairman of the Company w.e.f. 30th May 2019. Mr. C J George is the CEO and Managing Director of the Company.
- The Internal Auditor of the Company reports directly to the Chairman of the Audit Committee and makes presentations to the Audit Committee on their reports.

UNCLAIMED DIVIDEND

Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 mandates that companies transfer dividend that has remained unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the rules mandate the transfer of shares with respect to the dividend, which has not been paid or claimed for seven consecutive years or more to IEPF. Accordingly, the dividend for the years mentioned as follows will be transferred to the IEPF on the respective dates if the dividend remains unclaimed for seven years, and the corresponding shares will also be transferred to IEPF if dividend is unclaimed for seven consecutive years:

Year	Type of Dividend	Dividend per share (in Rs)	Date of Declaration	Due Date of Transfer	Amount as on 31.03.2019 (in ₹)
2012	Final	0.75	12.07.2012	18.08.2019	11,17,753
2013	Interim	0.75	15.03.2013	21.04.2020	13,40,138
	Final	0.25	12.07.2013	18.08.2020	4,56,773
2014	Final	0.10	15.07.2014	21.08.2021	1,86,223
2015	Final	1.75	30.07.2015	05.09.2022	20,53,608
2016	Interim	1.00	17.03.2016	23.04.2023	9,67,518
2017	Final	1.25	25.07.2017	31.08.2024	12,68,957
2018	Final	2.00	02.08.2018	08.09.2025	19,35,686

The Company sends periodic intimation to the concerned shareholders, advising them to lodge their claims with respect to unclaimed dividends. Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF following the procedure prescribed in the Rules. No claim shall lie in respect thereof with the Company.

The amount transferred in the past three years are as follows:

Year	Type of Dividend	Date of Declaration	Amount transferred (in ₹)	Date of transfer to IEPF
2019	Final	12.07.2011	9,92,848	04.10.2018
2018	Final	12.07.2010	9,91,383	27.09.2017
2017	Final	11.07.2009	6,54,043	26.09.2016

The details of shareholders who have not claimed dividend during the last 7 years and details of related shares to be transferred to IEPF is uploaded in the website of the Company at <https://www.geojit.com/pdfs/GFS-7-Year-unclaimed-div-shares-to-IEPF-Notice-14-05-2019.pdf>

MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results are published in 'Business Line' and 'Mangalam' newspapers. The results are also posted on the web site of the Company viz. www.geojit.com. The Company's web site also displays all official news releases as well as the presentation made to the institutional investors / analysts, if any.

The Company submits to NSE and BSE all compliances, disclosures and communications through NSE's NEAPS portal and BSE's Listing Centre respectively.

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date	August 07, 2019
Time	4.00 p.m (IST)
Venue	The Renai Cochin, Palarivattom, Kochi, Kerala 682025
Financial year	1 April 2018 - 31 March 2019
Dividend payment date	Within 30 days from the date of Annual General Meeting

The Company follows April – March as the Financial Year.

Listing on Stock Exchanges

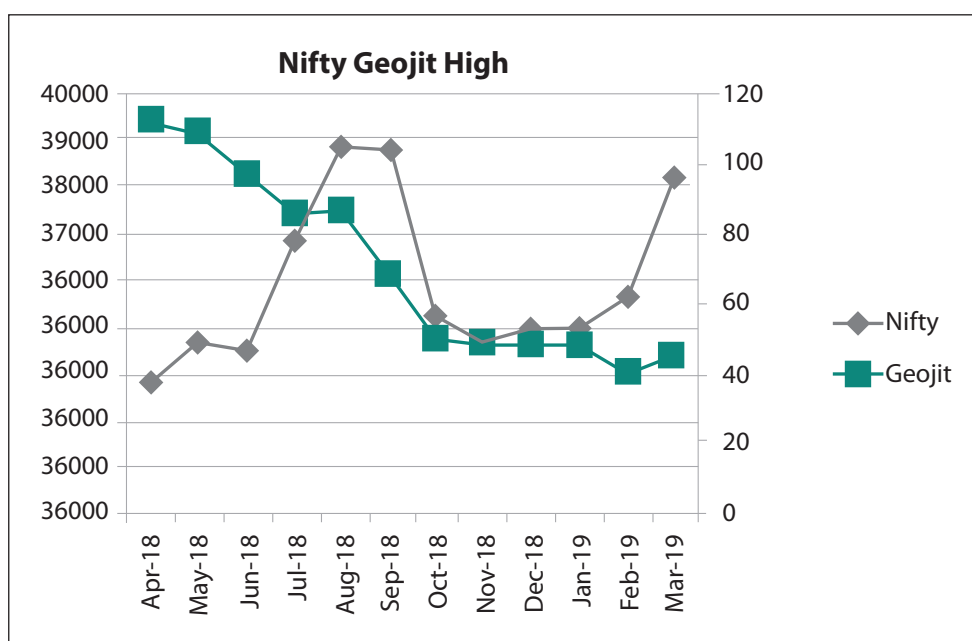
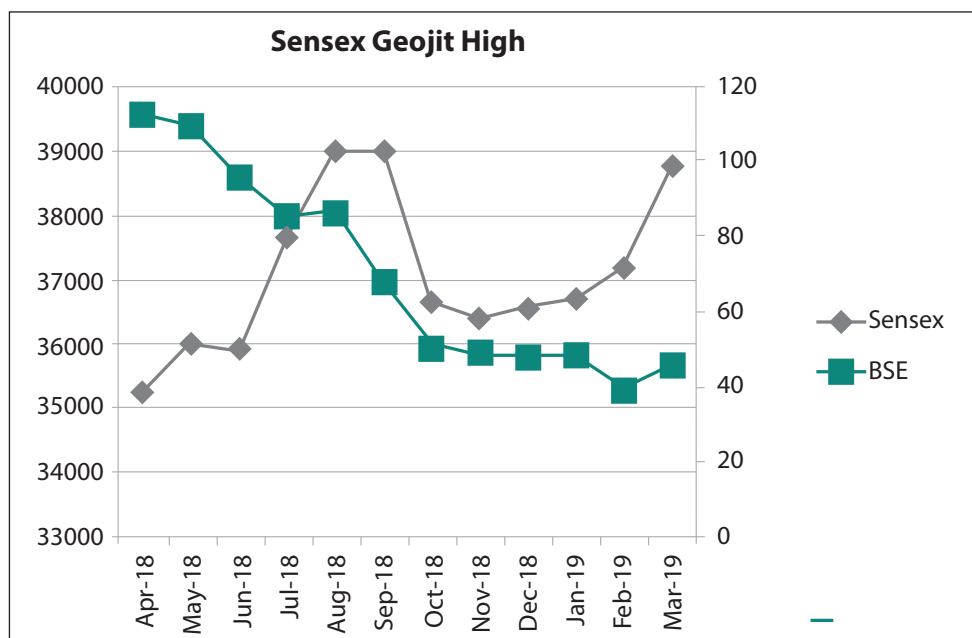
Stock Exchanges	ISIN	Stock Code
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	INE007B01023	532285
National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	INE007B01023	GEOJITFSL

The Company has paid the annual listing fees to NSE and BSE for the financial year 2018-19

Market Price data : Market price of the equity shares of the Company during 2018-19 is given in the table below:

	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2018	112.00	91.20	112.15	92.25
May 2018	108.90	91.30	108.95	90.75
June 2018	96.75	68.80	95.50	69.00
July 2018	85.00	71.65	84.65	71.95
August 2018	85.85	66.15	85.70	66.60
September 2018	68.00	47.65	67.70	47.55
October 2018	50.00	38.00	50.00	37.90
November 2018	48.70	38.75	48.70	39.25
December 2018	48.00	40.30	47.80	41.15
January 2019	48.00	35.45	48.05	35.30
February 2019	39.50	32.50	38.85	32.00
March 2019	45.25	35.25	45.25	35.90

PERFORMANCE OF THE COMPANY'S STOCK IN COMPARISON TO SENSEX & NIFTY



Distribution of the shareholding on the basis of categories of shareholders as on 31st March 2019 is as under:

Shareholding Pattern as on 31st March, 2019

Category Code	Category of shareholder	No. of shareholders	Total no. of shares	No. of shares held in de-materialized form	Total shareholding as a percentage of total number of shares	
					Total share holding as a % of (A+B)	Total share holding as a % of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group					
(1)	Indian					
(a)	Individuals/Hindu Undivided Family	10	49245736	49245736	20.666	20.666
(b)	Central Government State Government(s)	0	0	0	0	0
(c)	Financial Institutions/Banks	0	0	0	0	0
(d)	Any Other (specify)					
	Bodies Corporate	2	21873650	21873650	9.179	9.179
	Sub-Total (A)(1)	12	71119386	71119386	29.845	29.845
(2)	Foreign					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0	0
(b)	Government	0	0	0	0	0
(c)	Institutions	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0
(e)	Any other (specify)					
	Bodies Corporate	1	76688959	76688959	32.182	32.182
	Sub-Total (A)(2)	1	76688959	76688959	32.182	32.182
	Total shareholding of Promoter and Promoter Group (A) =(A)(1)+(A)(2)	13	147808345	147808345	62.027	62.027
(B)	Public Shareholding					
(1)	Institutions					
(a)	Mutual Funds/UTI	1	15953	15953	0.007	0.007
(b)	Venture Capital Funds	0	0	0	0	0
(c)	Alternate Investment Funds	3	3932670	3932670	1.650	1.650
(d)	Foreign Venture Capital Investors	0	0	0	0	0
(e)	Foreign Portfolio Investors	15	11239319	11239319	4.717	4.717
(f)	Financial Institutions/Banks	2	46649	46649	0.020	0.020
(g)	Insurance Companies	0	0	0	0	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0
(i)	Any Other					
	Foreign Portfolio Investment -Individual	0	0	0	0	0
	Foreign Portfolio Investment - Corporate	0	0	0	0	0
	Sub-Total (B)(1)	21	15234591	15234591	6.394	6.394

Category Code	Category of shareholder	No. of shareholders	Total no. of shares	No. of shares held in de-materialized form	Total shareholding as a percentage of total number of shares	
					Total share holding as a % of (A+B)	Total share holding as a % of (A+B+C)
(2)	Central/State/Govt./President of India	0	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0	0
(3)	Non-Institutions					
(a)	Shareholders Holding Nominal Share Capital Upto Rs. 2 Lakhs	35891	26327149	26092677	11.048	11.048
(b)	Shareholders Holding Nominal Share Capital in excess of Rs. 2 Lakh	13	25775629	25775629	10.817	10.817
(c)	NBFC Regd. With RBI	0	0	0	0	0
(d)	Employee Trusts	0	0	0	0	0
(e)	Overseas Depositories (Holding DRs)	0	0	0	0	0
(f)	Any other					
	Directors & Relatives	4	10817380	10817380	4.539	4.539
	Bodies Corporate	223	2969103	2967103	1.246	1.246
	Trusts	3	40470	40470	0.017	0.017
	Non resident Indians	1126	7310905	7310905	3.068	3.068
	Clearing members	101	527808	527808	0.221	0.221
	Hindu undivided families	493	1112305	1112305	0.467	0.467
	Inv. Education and Protection Fund	1	292716	292716	0.123	0.123
	Unclaimed Share Suspense Account	1	79000	79000	0.033	0.033
	Sub-Total (B)(3)	37856	75252465	75015993	31.579	31.579
	Total B (B1+B2+B3)	37877	90487056	90250584	37.973	37.973
(C)	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0
	Grand Total	37890	238295401	238058929	100.000	100.000

Distribution of shareholding as on 31st March 2019 is as under:

Shareholding of nominal value of ₹	No. of Shareholders	% of Shareholders	Amount of Share Capital in ₹	% of Shareholding
Upto 5,000	36832	97.21	1,48,12,691	6.22
5,001 – 10,000	537	1.42	39,41,757	1.65
10,001 – 20,000	249	0.66	36,64,804	1.54
20,001 – 30,000	91	0.24	22,31,202	0.94
30,001 – 40,000	55	0.15	19,59,691	0.82
40,001 – 50,000	17	0.04	7,79,132	0.33
50,001 – 100,000	46	0.12	32,64,494	1.37
100,001 and above	63	0.17	20,76,41,630	87.14
Total	37890	100.00	23,82,95,401	100.00

Registrar and Transfer Agents	: S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu - 641 006
Share Transfer System	: Application for transfer of shares held in physical form is received at the office of the Registrars and Share Transfer Agents of the Company. The share certificates in physical format are returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. Shares held in de-materialised form are electronically traded and the Registrars and Share Transfer Agents of the Company periodically receive from the Depository, the beneficiary holdings so as to enable them to update their records. Physical shares received for de-materialisation are processed and completed within a period of 15 days from the date of receipt, provided they are in order in every respect.
De-materialisation of shares and liquidity	: 99.90% of the Company's paid-up equity share capital has been de-materialised upto 31st March, 2019. Trading in equity shares of the Company is permitted only in de-materialised form.
Outstanding ADRs / GDRs / Warrants and Convertible instruments, conversion date and likely impact on equity.	: The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments in the past and hence as on March 31, 2019 the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.
Plant Locations	: In view of the nature of the Company's business viz, financial services, the company operates from various offices in India.
Address for Correspondence	: For any assistance regarding de-materialisation of shares, share transfers, transmission, change of address, non-receipt of dividend or any other query relating to shares or for any general correspondence, contact: S.K.D.C. Consultants Limited : Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu - 641 006 Phone: 0422-4958995, 2539835-836, Fax: 0422- 2539837 Email: info@skdc-consultants.com : The Company Secretary Geojit Financial Services Limited, 34/659-P, Civil Line Road, Padivattom, Kochi, Kerala - 682024 Phone: 0484- 2901000, Fax: 0484- 2979695 Email: companysecretary@geojit.com

CEO / CFO CERTIFICATE

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
 The Board of Directors,
 Geojit Financial Services Ltd

We, C J George, Managing Director & CEO and Sanjeev Kumar Rajan, Chief Financial Officer (CFO) of the Company hereby certify that-

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief :
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not found any significant deficiencies in the design or operation of such internal controls.
- d) We have indicated to the auditors and the Audit Committee that there are
 - i) no significant change in internal control over financial reporting during the year;
 - ii) no significant change in accounting policies during the year; and
 - iii) no instances of any significant fraud have come to our notice, which involve the management or an employee of the Company having significant role in the Company's internal control system over financial reporting.

Place : Kochi
 Date : 29.05.2019

C.J George
Managing Director & CEO

Sanjeev Kumar Rajan
Chief Financial Officer

DECLARATION ON CODE OF CONDUCT

As required by Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all the Board members and Senior Management personnel have complied with the Code of Conduct of the Company.

Place : Kochi
 Date : 29.05.2019

C.J George
Managing Director

CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

In pursuance of Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that none of the Directors on the Board have been debarred or disqualified from continuing as a Director of company(ies) by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, the Reserve Bank of India or such statutory authorities as on March 31, 2019.

For Satheesh and Remesh
Company Secretaries

N. Satheesh Kumar
Partner
Company Secretary in Practice
C P No.6607

Place : Kochi
 Date : 30.05.2019

ANNEXURE II TO DIRECTORS' REPORT**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 2019**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L67120KL1994PLC008403
ii	Registration Date	24.11.1994
iii	Name of the Company	Geojit Financial Services Limited
iv	Category / Sub-Category of the Company	Public Company/ Limited by shares
v	Address of the Registered office and contact details	11th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024, Ph:0484 - 2901000, Fax: 0484 - 2979695, email: mailus@geojit.com website: www.geojit.com
vi	Whether listed company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	S.K.D.C. Consultants Limited Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu – 641 006 Ph: 0422 - 2539835, email: info@skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The business activities contributing 10% or more of the total turnover of the Company is stated as below:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial Services Activities	661	95.22%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of holding as on 31.03.2019	Applicable section
1.	Geojit Investment Services Limited 11th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024	U52599KL1995PLC008606	Subsidiary	100%	2(87)(ii)
2.	Geojit Credits Private Limited 2nd Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682024	U65910KL1991PTC006106	Subsidiary	67.75%	2(87)(ii)
3.	Geojit Technologies Private Limited 9th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024	U72900KL2004PTC017332	Subsidiary	65%	2(87)(ii)
4.	Geojit Techloan Private Limited 6th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi – 682 024	U72100KL2018PTC055631	Subsidiary	100%	2(87)(ii)
5.	Qurum Business Group Geojit Securities LLC PO Box:205, PC:103, Sultanate of Oman, Office - ERNST & YOUNG Building, 2nd Floor, Al Qurum, Muscat	Not Applicable	Subsidiary	51%	2(87)(ii)
6.	Barjeel Geojit Financial Services LLC Suite M2-203, Commercial Bank Of Dubai Bldg, Near Clock Tower, Al Ain, UAE	Not Applicable	Associate	30%	2(6)
7.	Al-oula Geojit Capital Company Abu Baker Road, Al-Nuzha, Riyadh, P.O BOX: 86303 Riyadh 11622	Not Applicable	Associate	28%	2(6)
8.	BBK Geojit Securities Co. K.S.C.C 8th Floor, Khalefah Towers, Ahmed Al Jabber Street, Sharq, Kuwait	Not Applicable	Associate	30%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year April 01, 2018				No. of Shares held at the end of the year March 31, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	4,91,98,812	0	4,91,98,812	20.683	4,92,45,736	0	4,92,45,736	20.666	-0.017
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	2,18,73,650	0	2,18,73,650	9.196	2,18,73,650	0	2,18,73,650	9.179	-0.017
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	7,10,72,462	0	7,10,72,462	29.879	7,11,19,386	0	7,11,19,386	29.845	-0.034
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	7,66,88,959	0	7,66,88,959	32.24	7,66,88,959	0	7,66,88,959	32.182	-0.058
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	7,66,88,959	0	7,66,88,959	32.24	7,66,88,959	0	7,66,88,959	32.182	-0.058
Total shareholding of Promoter	14,77,61,421	0	14,77,61,421	62.119	14,78,08,345	0	14,78,08,345	62.027	-0.092
(A) = (A)(1)+(A)(2)									
B.Public Shareholding									
(1) Institutions									
a) Mutual Funds /UTI	16,72,148	0	16,72,148	0.703	15,953	0	15,953	0.007	-0.696
b) Financial Institutions/ Banks	61,322	0	61,322	0.026	46,649	0	46649	0.02	-0.006
c) Central Govt. / State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Venture Capital funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
i) Any Other Specify	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	13,60,380	0	13,60,380	0.572	39,32,670	0	39,32,670	1.65	1.078
Foreign Portfolio Investors	1,46,51,510	0	1,46,51,510	6.159	1,12,39,319	0	1,12,39,319	4.717	-1.442
Sub-total (B)(1)	1,77,45,360	0	1,77,45,360	7.46	1,52,34,591	0	1,52,34,591	6.394	-1.066
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	32,58,931	2,020	32,60,951	1.371	29,67,103	2,000	29,69,103	1.246	-0.125
ii) Overseas	-	-	-	-	-	-	-	-	-
b)Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2,22,13,346	3,68,744	2,25,82,090	9.493	2,43,98,640	2,30,472	2,46,29,112	10.336	0.843

Category of Shareholders	No. of Shares held at the beginning of the year April 01, 2018				No. of Shares held at the end of the year March 31, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,77,02,840	0	2,77,02,840	11.646	2,74,69,666	4,000	2,74,73,666	11.529	-0.117
c) Others									
c-i) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
c-ii) Trusts	40,470	0	40,470	0.017	40,470	0	40,470	0.017	0
c-iii) Directors & their Relatives	1,03,42,600	0	1,03,42,600	4.348	1,08,17,380	0	1,08,17,380	4.539	0.191
c-iv) Clearing Members	6,79,151	0	6,79,151	0.286	5,27,808	0	5,27,808	0.221	-0.065
c-v) Hindu Undivided Families	9,28,473	0	9,28,473	0.390	11,12,305	0	11,12,305	0.467	0.077
d) NRI's	67,36,800	0	67,36,800	2.832	73,10,905	0	73,10,905	3.068	0.236
e) Inv.Education and Protection Fund Auth.	89,367	0	89,367	0.038	2,92,716	0	2,92,716	0.123	0.085
f) Unclaimed share suspense Account	-	-	-	-	79,000	0	79,000	0.033	0.033
Sub-total (B)(2):	7,19,91,978	3,70,764	7,23,62,742	30.421	7,50,15,993	2,36,472	7,52,52,465	31.579	1.158
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8,97,37,338	3,70,764	9,01,08,102	37.881	9,02,50,584	2,36,472	9,04,87,056	37.973	0.092
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	23,74,98,759	3,70,764	23,78,69,523	100.00	23,80,58,929	2,36,472	23,82,95,401	100.00	0.00

(ii) Shareholding of Promoters and Promoter Group

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Promoters (A)								
1	C.J. George	4,32,79,636	18.195	0	4,33,13,236	18.176	0	-0.019
2	BNP Paribas S A	7,66,88,959	32.240	0	7,66,88,959	32.182	0	-0.058
3	Kerala State Industrial Development Corporation Limited	2,00,00,000	8.408	0	2,00,00,000	8.393	0	-0.015
4	Shiny George	7,50,000	0.315	0	0	0	0	-0.315
5	BNP Paribas India Holding Private Limited	18,73,650	0.788	0	18,73,650	0.786	0	-0.002
Promoter Group (B)								
6	Jones George C	25,00,000	1.051	0	28,75,000	1.206	0	0.155
7	Jyotis Abraham George	24,96,676	1.050	0	28,75,000	1.206	0	0.156
8	Lazar M A	40,000	0.017	0	40,000	0.017	0	0.000
9	Sara Macheril George	40,000	0.017	0	40,000	0.017	0	0.000
10	Eldho Abraham	39,500	0.017	0	39,500	0.017	0	0.000
11	Binoy Abraham	20,000	0.008	0	30,000	0.013	0	0.005
12	Emily Rajan	25,000	0.011	0	25,000	0.010	0	-0.001
13	Sally Sampath	5,000	0.002	0	5,000	0.002	0	0.000
14	Susan Raju	3,000	0.001	0	3,000	0.001	0	0.000
Total (A+B)		14,77,61,421	62.120	0	14,78,08,345	62.026	0	-0.094

(iii) Change in Shareholding of Promoter and Promoter Group

The Change in Shareholding of Promoter and Promoter Group during the year 2018-19 as per the details given below:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
C J George					
1	At the beginning of the year	4,32,79,636	18.195	4,32,79,636	18.195
2	Purchase of shares on 29.06.2018	15,000	-	4,32,94,636	18.184
3	Purchase of shares on 02.07.2018	18,600	-	4,33,13,236	18.192
4	At the End of the year	4,33,13,236	18.176	4,33,13,236	18.176
Shiny George					
1	At the beginning of the year	7,50,000	0.315	7,50,000	0.315
2	Transfer of shares on 05.09.2018	7,50,000	-	0	0.000
3	At the End of the year	0	0.000	0	0.000
Jones George					
1	At the beginning of the year	25,00,000	1.051	25,00,000	1.051
2	Acquisition of shares on 05.09.2018	3,75,000	-	28,75,000	1.207
3	At the End of the year	28,75,000	1.207	28,75,000	1.206
Jyotis Abraham George					
1	At the beginning of the year	24,96,676	1.050	24,96,676	1.050
2	Purchase of shares on 02.07.2018	3,324	-	25,00,000	1.050
3	Acquisition of shares on 05.09.2018	3,75,000	-	28,75,000	1.207
4	At the End of the year	28,75,000	1.206	28,75,000	1.206
Binoy Abraham					
1	At the beginning of the year	20,000	0.008	20,000	0.008
2	Purchase of shares on 22.05.2018	5,000	-	25,000	0.011
3	Purchase of shares on 07.09.2018	5,000	-	30,000	0.013
4	At the End of the year	30,000	0.013	30,000	0.013

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares in the beginning (01-04-2018)/end of the year(31-03-2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Jhunjhunwala Rakesh Radheshyam	1,80,37,500	7.583	01.04.2018	-	-	1,80,37,500	7.583
		1,80,37,500	7.569	31.03.2019	-	-	1,80,37,500	7.569
2	HSBC GLOBAL INVESTMENT FUNDS - ASIA EX	33,86,838	1.424	01.04.2018	-	-	33,86,838	1.424
				07.09.2018	35976	Sell	33,50,862	1.407
				21.09.2018	14433	Sell	33,36,429	1.400
				12.10.2018	292749	Sell	30,43,680	1.278
				19.10.2018	177258	Sell	28,66,422	1.203
				02.11.2018	32570	Sell	28,33,852	1.189
				09.11.2018	318172	Sell	25,15,680	1.056
				16.11.2018	6495	Sell	25,09,185	1.053

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares in the beginning (01-04-2018)/end of the year(31-03-2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				21.12.2018	5,599	Sell	25,03,586	1.051
				18.01.2019	20,638	Sell	24,82,948	1.042
				01.02.2019	24,82,948	Sell	0	0.000
		0	0.000	31.03.2019	-	-	0	0.000
3	ARMOR QUALIFIED, LP	30,28,982	1.273	01.04.2018	-	-	30,28,982	1.273
				08.06.2018	17,833	Buy	30,46,815	1.280
				15.06.2018	46,999	Buy	30,93,814	1.299
				22.06.2018	49,884	Buy	31,43,698	1.320
				06.07.2018	16,295	Buy	31,59,993	1.327
				03.08.2018	22,690	Buy	31,82,683	1.336
				07.09.2018	16,319	Buy	31,99,002	1.343
				28.09.2018	3,077	Sell	31,95,925	1.341
				05.10.2018	57,323	Buy	32,53,248	1.366
				12.10.2018	11,966	Buy	32,65,214	1.371
				02.11.2018	61,105	Sell	32,04,109	1.345
				07.12.2018	70,586	Sell	31,33,523	1.315
				04.01.2019	68,226	Sell	30,65,297	1.286
				18.01.2019	5,145	Sell	30,60,152	1.284
				25.01.2019	30,027	Sell	30,30,125	1.272
				01.02.2019	21,023	Sell	30,09,102	1.263
				08.02.2019	48,558	Sell	29,60,544	1.242
				15.02.2019	70,966	Sell	28,89,578	1.213
				22.02.2019	44,795	Sell	28,44,783	1.194
				01.03.2019	78,563	Sell	27,66,220	1.161
				08.03.2019	70,732	Sell	26,95,488	1.131
				15.03.2019	83,630	Sell	26,11,858	1.096
				22.03.2019	56,444	Sell	25,55,414	1.072
				29.03.2019	77,599	Sell	24,77,815	1.040
		24,77,815	1.040	31.03.2019	-	-	24,77,815	1.040
4	Esvee Capital	29,93,347	1.258	01.04.2018	-	-	29,93,347	1.258
		29,93,347	1.256	31.03.2019	-	-	29,93,347	1.256
5	Shamsudheen K V	21,23,500	0.893	01.04.2018	-	-	21,23,500	0.893
		21,23,500	0.891	31.03.2019	-	-	21,23,500	0.891
6	Armor Capital Offshore Master, LTD	20,60,330	0.866	01.04.2018	-	-	20,60,330	0.866
				08.06.2018	62,714	Buy	21,23,044	0.892
				15.06.2018	33,407	Buy	21,56,451	0.906
				22.06.2018	34,920	Buy	21,91,371	0.920
				06.07.2018	26,329	Buy	22,17,700	0.931
				03.08.2018	18,732	Buy	22,36,432	0.939
				07.09.2018	20,021	Buy	22,56,453	0.947

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares in the beginning (01-04-2018)/end of the year(31-03-2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				28.09.2018	1,761	Sell	22,54,692	0.946
				05.10.2018	5,785	Buy	22,60,477	0.949
				12.10.2018	8,542	Buy	22,69,019	0.952
				02.11.2018	71,244	Buy	23,40,263	0.982
				07.12.2018	74,163	Buy	24,14,426	1.013
				04.01.2019	74,246	Buy	24,88,672	1.044
				18.01.2019	4,167	Sell	24,84,505	1.043
				25.01.2019	24,577	Sell	24,59,928	1.032
				01.02.2019	17,100	Sell	24,42,828	1.025
				08.02.2019	36,105	Sell	24,06,723	1.010
				15.02.2019	57,740	Sell	23,48,983	0.986
				22.02.2019	36,427	Sell	23,12,556	0.970
				01.03.2019	60,179	Sell	22,52,377	0.945
				08.03.2019	57,623	Sell	21,94,754	0.921
				15.03.2019	68,141	Sell	21,26,613	0.892
				22.03.2019	46,011	Sell	20,80,602	0.873
				29.03.2019	52,295	Sell	20,28,307	0.851
		20,28,307	0.851	31.03.2019	-	-	20,28,307	0.851
7	Jhunjunwala Rekha Rakesh	20,00,000	0.841	01.04.2018	-	-	20,00,000	0.841
		20,00,000	0.839	31.03.2019	-	-	20,00,000	0.839
8	Armor Capital Partners, LP	18,70,197	0.786	01.04.2018	-	-	18,70,197	0.786
				15.06.2018	24,805	Buy	18,95,002	0.796
				22.06.2018	30,585	Buy	19,25,587	0.809
				06.07.2018	42,624	Sell	18,82,963	0.791
				03.08.2018	41,422	Sell	18,41,541	0.773
				07.09.2018	36,340	Sell	18,05,201	0.758
				28.09.2018	1,434	Sell	18,03,767	0.757
				05.10.2018	4,090	Sell	17,99,677	0.755
				12.10.2018	7,210	Buy	18,06,887	0.758
				02.11.2018	10,139	Sell	17,96,748	0.754
				07.12.2018	3,577	Sell	17,93,171	0.753
				04.01.2019	6,020	Sell	17,87,151	0.750
				18.01.2019	2,832	Sell	17,84,319	0.749
				25.01.2019	17,477	Sell	17,66,842	0.741
				01.02.2019	12,242	Sell	17,54,600	0.736
				08.02.2019	30,566	Sell	17,24,034	0.723
				15.02.2019	41,294	Sell	16,82,740	0.706
				22.02.2019	26,083	Sell	16,56,657	0.695
				01.03.2019	48,072	Sell	16,08,585	0.675
				08.03.2019	41,105	Sell	15,67,480	0.658

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares in the beginning (01-04-2018)/end of the year(31-03-2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				15.03.2019	48,612	Sell	15,18,868	0.637
				22.03.2019	32,736	Sell	14,86,132	0.624
				29.03.2019	75,783	Sell	14,10,349	0.592
		14,10,349	0.592	31.03.2019	-	-	14,10,349	0.592
9	DSP Blackrock Small Cap Fund	12,52,148	0.526	01.04.2018	-	-	12,52,148	0.526
				14.09.2018	57,553	Sell	11,94,595	0.501
				19.10.2018	2,99,677	Sell	8,94,918	0.376
				26.10.2018	3,58,064	Sell	5,36,854	0.225
				02.11.2018	5,36,854	Sell	0	0.000
		0	0.000	31.03.2019	-	-	0	0.000
10	IIFL Focused Equity Strategies Fund	11,84,921	0.498	01.04.2018	-	-	11,84,921	0.498
		11,84,921	0.497	31.03.2019	-	-	11,84,921	0.497
11	Motilal Oswal Focused Emergence Fund	0	0.000	01.04.2018	-	-	0	0.000
				20.04.2018	2,18,000	Buy	2,18,000	0.092
				27.04.2018	21,034	Buy	2,39,034	0.100
				04.05.2018	1,00,000	Buy	3,39,034	0.143
				11.05.2018	75,318	Buy	4,14,352	0.174
				18.05.2018	52,000	Buy	4,66,352	0.196
				13.07.2018	2,81,000	Buy	7,47,352	0.314
				20.07.2018	3,24,276	Buy	10,71,628	0.450
				27.07.2018	28,372	Buy	11,00,000	0.462
				10.08.2018	3,50,000	Buy	14,50,000	0.609
				09.11.2018	2,10,000	Buy	16,60,000	0.697
				16.11.2018	1,93,000	Buy	18,53,000	0.778
				30.11.2018	4,47,000	Buy	23,00,000	0.965
		23,00,000	0.965	31.03.2019	-	-	23,00,000	0.965
12	Copthall Mauritius Investment Limited	0	0.000	01.04.2018	-	-	0	0.000
				01.02.2019	22,54,364	Buy	22,54,364	0.946
				08.02.2019	34,211	Sell	22,20,153	0.932
				15.02.2019	8,871	Sell	22,11,282	0.928
				22.02.2019	9,782	Sell	22,01,500	0.924
				01.03.2019	16,091	Sell	21,85,409	0.917
				08.03.2019	1,32,346	Sell	20,53,063	0.862
				15.03.2019	3,07,155	Sell	17,45,908	0.733
				22.03.2019	1,18,317	Sell	16,27,591	0.683
				29.03.2019	1,37,755	Sell	14,89,836	0.625
		14,89,836	0.625	31.03.2019	-	-	14,89,836	0.625

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A. Directors					
1	C.J. George, Managing Director				
	At the beginning of the year	4,32,79,636	18.195	4,32,79,636	18.195
	Market purchase	33,600	-	4,33,13,236	-
	At the End of the year	4,33,13,236	18.176	4,33,13,236	18.176
2	A Balakrishnan				
	At the beginning of the year	2,38,802	0.100	2,38,802	0.100
	Market purchase	-	-	-	-
	At the End of the year	2,38,802	0.100	2,38,802	0.100
3	Satish Menon				
	At the beginning of the year	6,35,578	0.267	6,35,578	0.267
	Market purchase	-	-	-	-
	At the End of the year	6,35,578	0.267	6,35,578	0.267
4	Punnoose George, Director				
	At the beginning of the year	99,25,000	4.172	99,25,000	4.172
	Market purchase	-	-	-	-
	At the End of the year	99,25,000	4.165	99,25,000	4.165
5	R. Bupathy, Director				
	At the beginning of the year	18,000	0.008	18,000	0.008
	Market Purchase	-	-	-	-
	At the End of the year	18,000	0.008	18,000	0.008
6	A P Kurian, Director*				
	At the beginning of the year	3,99,600	0.168	3,99,600	0.168
	Market Purchase	-	-	-	-
	At the End of the year	3,99,600	0.168	3,99,600	0.168
B. Key Managerial Personnel					
7	Sanjeev Kumar Rajan, CFO				
	At the beginning of the year	-	-	-	-
	Shares allotted under ESOP	-	-	-	-
	At the End of the year	-	-	-	-
8	Liju K Johnson, Company Secretary				
	At the beginning of the year	-	-	-	-
	Shares allotted under ESOP	-	-	-	-
	At the End of the year	-	-	-	-

* Mr. A P Kurian resigned from the Board of Directors of the Company w.e.f. 29.03.2019.

V. INDEBTEDNESS (in ₹)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	79,67,77,95,273.00	25,00,59,247.00	-	79,92,78,54,520.00
Reduction	79,67,77,95,273.00	25,00,59,247.00	-	79,92,78,54,520.00
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director, Whole-time Directors and/or Manager: (In ₹)

Sl. No.	Particulars of Remuneration	C J George – Managing Director	A Balakrishnan – Whole-time Director*	Satish Menon – Whole-time Director*	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	92,24,266	38,70,024	38,80,524	1,69,74,814
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5,82,635	51,700	1,03,069	7,37,404
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	85,61,000	21,61,000	21,61,000	1,28,83,000
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	1,83,67,901	60,82,724	61,44,593	3,05,95,218
	Ceiling as per the Act^				6,61,48,213

* Salary of Whole-time Directors are only considered from Aug-18

^Ceiling is computed as per Section 197 - 11% of the Net profit computed as per Section 198.

Remuneration to other directors: (Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount(₹)
1	Independent Directors	A P Kurian	R Bupathy	Mahesh Vyas	Radhakrishnan Nair	Mohana Raj Nair	
	Fee for attending board/ committee meetings	5,40,000	5,80,000	5,70,000	3,30,000	80,000	21,00,000
	Commission	-	-	-	-	-	-
	Other specify	-	-	-	-	-	-
	Total (1)	5,40,000	5,80,000	5,70,000	3,30,000	80,000	21,00,000
2	Other Non-Executive Directors	Punnoose George	M Beena	Sanjay M Kaul	Sharmila Mary Joseph	-	
	Fee for attending board / committee meetings	2,60,000	40,000	-	-	-	3,00,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	2,60,000	40,000	-	-	-	3,00,000
	Total (B)=(1+2)				24,00,000		
	Total Managerial Remuneration				24,00,000		
	Overall Ceiling as per the Act				6,61,48,213		

* Mr. A P Kurian resigned from the Board of Directors of the Company w.e.f. 29.03.2019.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Sanjeev Kumar Rajan(CFO)	Liju K Johnson (CS)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	55,94,289	12,49,671	68,43,960
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	51,300	-	51,300
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	- others, specify			
5	Others, please specify	-	-	-
	Total (C)	56,45,589	12,49,671	68,95,260

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (UNDER COMPANIES ACT, 2013):

Nil.

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Geojit Financial Services Limited

The Certificate is issued in accordance with the terms of our engagement letter dated 20 May 2019.

We have examined the compliance of conditions of Corporate Governance by Geojit Financial Services Limited ("the Company"), for the year ended 31 March 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C,D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

The Company's Management is responsible for compliance of conditions of Corporate Governance including the preparation and maintenance of all relevant supporting records and documents as stipulated under the Listing Regulations. This responsibility includes the design, implementation and maintenance of corporate governance process relevant to the compliance of the conditions. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the above mentioned Listing Regulations.

Auditor's Responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2019.

We conducted our examination of the corporate governance compliance by the Company as per the Guidance Note on Reports or Certificates for Special purposes (Revised 2016), Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

This Certificate has been solely issued for the purpose of complying with the aforesaid Listing Regulations and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **BSR & Associates LLP**

Chartered Accountants

Firm registration number: 116231W/W-100024

N Sampath Ganesh

Partner

Membership No: 042554

ICAI UDIN: 19042554AAAAA09556

Mumbai

30 May 2019

ANNEXURE III TO DIRECTORS' REPORT

FORM NO. MR-3

Secretarial Audit Report

(For the period 01.04.2018 to 31.03.2019)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members
 Geojit Financial Services Limited
 (L67120KL1994PLC008403)
 Kochi

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Geojit Financial Services Limited (L67120KL1994PLC008403) (hereinafter called **the Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's Books, Papers, Minute Books, Forms and Returns filed with various regulatory authorities and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year ended on **March 31, 2019** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter.

We further report that maintenance of proper and updated Books, Papers, Minute Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company, our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon.

We have examined on test check basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2019, as per the provisions of:-

1. The Companies Act, 2013 (**the Act**) and the Rules made there under;
2. Provisions of the Reserve Bank of India Act, 1934 to the extent the same is applicable to the Company.
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of compliance

by the Indian company receiving amount of consideration for issue of shares under company's stock option scheme.

We further state that as the Company is a listed Company and the following acts, rules, regulations are applicable to the Company

- a. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- h. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under and
- i. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, based on the representation made by the Company and its Officers in respect of systems and mechanism formed/followed by the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the following laws, regulations, directions, orders are applicable specifically to the Company:

1. SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992, as amended.
2. SEBI (Intermediaries) Regulations, 2008, as amended.
3. SEBI {KYC(Know Your Client) Registration Agency} Regulations, 2011, as amended
4. SEBI (Depositories and Participants) Regulations, 1996, as amended.

Based on the aforesaid information provided by the Company, we report that during the financial year under review, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards etc. mentioned above and we have no material observation or instances of non-compliance in respect of the same except payment of additional fee for filing of some of the E-Forms with Registrar of Companies, Kerala. Similarly SEBI imposed monetary penalty under section 15 HB of SEBI Act 1992, for delayed filing of STR with respect to the transactions of a client. There was a delay of 17 days in transferring amounts, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the Composition of Board of Directors that took place during the period under review were carried out in compliance with provisions of the Companies Act, 2013.

Adequate notice along with detailed notes on agenda is given to all the directors to schedule the Board meetings at least 7 days in advance and a reasonable system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on the representation made by the Company and its Officers explaining to us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, We report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, etc, referred to above.

**For Satheesh and Remesh
Company Secretaries**

N. Satheesh Kumar
Partner
Company Secretary in Practice
C P No.6607

Place : Kochi
Date : 30.05.2019

To,
The Members
Geojit Financial Services Limited (L67120KL1994PLC008403)
Kochi

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Satheesh and Remesh
Company Secretaries**

N. Satheesh Kumar
Partner
Company Secretary in Practice
C P No.6607

Place : Kochi
Date : 30.05.2019

ANNEXURE - IV TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES (2018-19)

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is https://www.geojit.com/pdfs/CSR_Policy_17-5-2018.pdf

2. Composition of the CSR Committee:

1. Mr. R Bupathy* - Independent Director
2. Mr. C J George - Managing Director
3. Mr. Punnoose George - Non Executive Director

*The CSR Committee was re-constituted on 30th May 2019 by appointing Mr. R Bupathy, Independent Director as member and Chairman in place of Mr. A P Kurian, Independent Director who resigned from the Board w.e.f. 29.03.2019.

3. Average net profit of the Company for last three financial years: (2015-16,2016-17,2017-18)

Average Net Profit - ₹ 77.53 crores

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

The Company is required to spend ₹ 1,55,06,436/- towards CSR.

5. Details of CSR spend for the financial year 2018-19

- a. Total amount spent for the financial year: ₹ 1,68,08,705/-
- b. Amount unspent, if any: NIL

(Amount in ₹)

1	2	3	4	5	6	7	8
Sl No.	CSR Project or Activity Identified	Projects or Programs (1) Local Area or Other (2) Specify the state and district where projects or programs was undertaken	Sector in which the project is covered	Amount outlay (budget) - Project or Programswise	Amount spent on the projects or programs (1) Direct expenditure on projects or programs (2) Overhead	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1	Education support for Underprivileged Children	(1)Kerala State-Districts of Ernakulam, Alappuzha Calicut and Palakkad.	Education	16,62,500	16,62,500	16,62,500	Through Implementing Agency - 16,62,500
2	Scholarships for Professional Education of Poor and deserving students	(1) Local Area (2)Kerala	Education	4,00,000	1,80,000	1,80,000	Through Geojit Foundation - 1,80,000
3	Student Police Cadet (SPC) Project	(1) Local Area (2)Kerala	Education	10,89,000	10,89,000	10,89,000	Through Geojit Foundation - 10,89,000
4	SPC -Summer Camp	(1) Local Area (2) Kerala	Education	0	1,00,000	1,00,000	Through Geojit Foundation - 1,00,000
5	Life Skill Training in 5 schools	(1) Local Area (2) Ernakulam	Education	75000	0	0	0
6	Institute for Financial Marketing Services (IFMS)	(1) Local Area (2) Kerala	Education	36,00,000	6,96,291	6,96,291	Through Geojit Foundation - 6,96,291
7	SPARSH	(1) Local Area (2)Kerala (3) Tamilnadu	Health	18,00,000	2,99,267	2,99,267	Through Geojit Foundation - 2,99,267

(Amount in ₹)

1	2	3	4	5	6	7	8
Sl No.	CSR Project or Activity Identified	Projects or Programs (1) Local Area or Other (2) Specify the state and district where projects or programs was undertaken	Sector in which the project is covered	Amount outlay (budget) - Project or Programswise	Amount spent on the projects or programs (1) Direct expenditure on projects or programs (2) Overhead	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
8	Soukhyam	(1) Local Area (2)Ernakulam District	Health	2,00,000	2,00,000	2,00,000	Through Geojit Foundation - 2,00,000
9	Support to Blind Federation, Pothanikkad	(1) Local Area (2) Ernakulam District	Social Inclusion	8,50,000	7,91,800	7,91,800	Through Geojit Foundation - 7,91,800
10	Home for the Homeless	(1) Local Area (2) Trivandrum	Social Inclusion	0	1,50,000	1,50,000	Through Geojit Foundation - 1,50,000
11	Support to Alzheimers Society	(1) Local Area (2) Ernakulam	Social Inclusion	35000	0	0	0
12	Maintenance and upkeep of Subash Park	(1) Local Area (2) Ernakulam District	Environment	50,00,000	13,91,250	13,91,250	Through Geojit Foundation-13,91,250
13	Others(Retention Amount to St. Philominas HSS, Koonammave for Toilet Complex for Girls)	(1)Local Area (2) Ernakulam District	Others	4,88,415	15,886	15,886	Through Geojit Foundation-15,886
14	Salary and Travel Expenses to CSR Staff	(1) Local Area (2) Kerala	Administrative Expenses	3,06,521	2,32,711	2,32,711	Directly spent by the Company-2,32,711
15	Kerala Flood Relief	(1) Local Area (2) Kerala	Disaster Relief	0	1,00,00,000	1,00,00,000	Directly spent by the Company-1,00,00,000
TOTAL				1,55,06,436	1,68,08,705	1,68,08,705	

6. The amount spent in FY 2019 was ₹ 1,68,08,705/- which is higher than the budget of ₹ 1,55,06,436/- being 2% of the average net profits of the last three financial years. We have not factored in the money equivalent of the time spent by the managing Committee members in carrying out the CSR Projects.
7. The CSR committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

SD/-

R BupathyChairman, CSR Committee
Independent Director

SD/-

C J GeorgeMember, CSR Committee
Managing Director & CEO

ANNEXURE - V TO DIRECTORS' REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under fourth proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sl. No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	
b.	Nature of contracts/arrangements/transaction	
c.	Duration of the contracts/arrangements/transaction	
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	
e.	Justification for entering into such contracts or arrangements or transactions	Not Applicable
f.	Date of approval by the Board	
g.	Amount paid as advances, if any	
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	
b.	Nature of contracts/arrangements/transaction	
c.	Duration of the contracts/arrangements/transaction	
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	As provided in Note 39 to the financial statements
e.	Date of approval by the Board	
f.	Amount paid as advances, if any	

For and on behalf of the Board of Directors

Place: Kochi
Date: 30.05.2019

**Sd/-
Chairman**

ANNEXURE - VI TO DIRECTORS' REPORT

Statement of Foreign Exchange Earnings and Outgo

(In ₹)

Particulars	2018-19	2017-18
Foreign Exchange earnings	2,77,32,412	1,95,10,746
Foreign Exchange outgo	23,19,313	24,76,531

ANNEXURE VII TO DIRECTORS' REPORT

Statement of Disclosure of Remuneration

Pursuant to Section 197 of the Act and Rule 5(1) of Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. Ratio of the remuneration of each Whole-time Directors to the median remuneration of the employees of the Company for the financial year 2018-19.

Mr. C.J. George, Managing Director and Chief Executive Officer	108.74
Mr. Satish Menon, Whole-time Director	36.38
Mr. A. Balakrishnan, Whole-time Director	36.01

II. The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager.

Mr. C.J. George, Managing Director and Chief Executive Officer	-25.88%
Mr. Satish Menon, Whole-time Director	NA*
Mr. A. Balakrishnan, Whole-time Director	NA*
Mr. Sanjeev Kumar Rajan, Chief Financial Officer	5.42%
Mr. Liju K Johnson, Company Secretary	-11.97%

*Mr. Satish Menon and Mr. A. Balakrishnan, Whole-time Directors were appointed on 02 Aug 2018.

III. The percentage increase in the median remuneration of employees for the financial year:

The percentage increase in the median remuneration of employees in the last financial year was 12%.

IV. The number of permanent employees on the rolls of the company:

The Company had 2365 permanent employees on the rolls of Company as on 31st March, 2019.

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentage increase/decrease made in the salaries of employees other than the key managerial personnel in the last financial year was -6%.

VI. Affirmation that the remuneration is as per the remuneration policy of the company

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place: Kochi
Date: 30.05.2019

**Sd/-
Chairman**

ANNEXURE VIII TO DIRECTORS' REPORT

Details of the Employee Stock Option Scheme (ESOS) as of March 31, 2019 pursuant to the requirements under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

- The Company has three ESOS viz. ESOS 2010, ESOS 2016 and ESOS 2017.
- During the year under review, the Company has not amended the terms of stock options granted under ESOS 2010, ESOS 2016 and ESOS 2017.
- The Schemes ESOS 2010, ESOS 2016 and ESOS 2017 are in compliance with the Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Companies Act, 2013.

The following details have been disclosed on the Company's website at <http://www.geojit.com>

- A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

The disclosures are provided in the Note 40 to the financial statements of the Company for the year ended 31st March, 2019.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

₹ 1.22

Details related to ESOS:

- I. The general terms and conditions pertaining to stock options granted under ESOS 2010, ESOS 2016 and ESOS 2017 are given below:

Employee Stock Options as on March 31, 2019

Plan/Schemes	Date of shareholders approval	Total No. of Options approved	Exercise Price (₹)	Number of options outstanding at the beginning of the year	Number of options granted during the year	Options Vested	Number of options Exercised during the year	Number of Shares allotted during the year	Number of options lapsed/ forfeited during the year	Number of options outstanding at the end of the year	Number of options exercisable at the end of the year
ESOS 2010- Tranche -III	12 July 2010	1,12,00,000	23.95	2,54,514	-	-	2,26,550	2,32,460	27,964	-	-
ESOS 2010- Tranche -IV	12 July 2010	1,12,00,000	41.45	8,47,863	-	-	1,71,922	1,73,822	19,913	6,56,028	6,56,028
ESOS 2016- Grant I	4 August 2016	94,00,000	41.60	67,32,660	-	2,19,684	19,596	19,596	11,43,650	55,69,414	3,39,283
ESOS 2016- Grant II	4 August 2016	94,00,000	117.40	10,95,795	-	3,691	-	-	1,87,154	9,08,641	1,717
ESOS 2016- Grant III	4 August 2016	94,00,000	117.35	2,582	-	-	-	-	1,097	1,485	-
ESOS 2016- Grant IV	4 August 2016	94,00,000	101.25	23,674	-	-	-	-	11,974	11,700	-
ESOS 2016- Grant V	4 August 2016	94,00,000	101.15	-	2,61,250	-	-	-	36,679	2,24,571	-
ESOS 2016- Grant VI	4 August 2016	94,00,000	44.10	-	7,49,660	-	-	-	46,887	7,02,773	-
ESOS 2016- Grant VII	4 August 2016	94,00,000	39.75	-	12,78,698	-	-	-	-	12,78,698	-
ESOS 2017- Tranche 1	22 November 2017	47,10,888	117.35	10,51,995	-	8,73,553	-	-	1,91,296	8,60,699	8,60,699
ESOS 2017 - Special	22 November 2017	47,10,888	98.20	-	4,00,000	-	-	-	-	4,00,000	-
ESOS 2017- Tranche 2	22 November 2017	47,10,888	39.75	-	10,72,516	-	-	-	1,922	10,70,594	-

Options Exercised during FY 2018-19	4,18,068
Share Capital Money received during the above period (in ₹)	4,25,878.00
Share Premium Money received during the above period (in ₹)	1,31,61,654.50
Perquisite Tax Amount collected during the aforesaid period(in ₹)	22,95,964.00
Total amount collected during the aforesaid period (in ₹)	1,58,83,496.50

Particulars	ESOS 2010	ESOS 2016	ESOS 2017
Vesting Requirement	100% of granted stock options shall vest on completion of two years from the grant date.	Vesting will be on 1st of October every year starting from 1st Oct 2017, provided the employee has fulfilled the conditions of target achievement for the previous financial year.	100% of granted stock options shall vest on completion of one year from the grant date based on fulfilling the granting conditions
Maximum term of options	Five years from the date of grant of stock options	Eight years from the date of grant of stock options	Five years from the date of grant of stock options
Source of shares	Primary	Primary	Primary
Variation in terms of ESOS	Nil	Nil	Nil

Particulars	Method used to account for ESOS	Difference between the employee compensation cost computed under Intrinsic value method and the employee compensation cost that shall have been recognised if it had used the fair value of the options	The impact of the difference on profits and on EPS of the Company
ESOS 2010- Tranche -II		-	
ESOS 2010- Tranche -III		-	Profit for the Year (As reported) ₹ 29,32,55,563
ESOS 2010- Tranche -IV		-	Add: Expense on Employee Stock Option Plans under Intrinsic Value Method- ₹ Nil
ESOS 2016- Grant I		(2,68,56,525)	Less: Expense on Employee Stock Option Plans under Fair Value Method- ₹ 21,22,436
ESOS 2016- Grant II		(60,87,761)	Profit for the Year (Proforma)- ₹ 29,11,33,127
ESOS 2016- Grant III	Intrinsic Value	(3,328)	Basic earnings per share (As reported)- 1.23
ESOS 2016- Grant IV		20915	Basic earnings per share (Proforma)- 1.22
ESOS 2016- Grant V		56,30,006	Diluted earnings per share (As reported)- 1.22
ESOS 2016- Grant VI		2,41,788	Diluted earnings per share (Proforma)- 1.21
ESOS 2016- Grant VII		34,566	
ESOS 2017- Tranche 1		2,36,65,980	
ESOS 2017 - Special		53,38,005	
ESOS 2017- Tranche 2		1,38,790	

II. Details of Options granted to Directors and Senior Management Personnel

Name	Designation	No. of options granted under ESOS 2017 (Tranche -1)	No. of options granted under ESOS 2017 (Special)	No. of options granted under ESOS 2017 (Tranche -2)	No. of options granted under ESOS 2016 (Grant I)	No. of options granted under ESOS 2016 (Grant II)	No. of options granted under ESOS 2016 (Grant III)	No. of options granted under ESOS 2016 (Grant IV)	No. of options granted under ESOS 2016 (Grant V)	No. of options granted under ESOS 2016 (Grant VI)	No. of options granted under ESOS 2016 (Grant VII)	No. of options granted under ESOS 2010	No. of options granted under ESOS 2010 (Tranche IV)
Mr. Satish Menon	Whole-time Director	2,000	0	2,000	5,00,000	0	0	0	0	0	0	13,876	10,390
Mr. A Balakrishnan	Whole-time Director	2,000	0	2,000	0	0	0	0	0	0	0	14,780	10,816
Ms. Jaya Jacob Alexander*	Chief Human Resources	76	0	0	0	0	0	0	0	0	0	4,068	4,260
Mr. Sanjeev Rajan	Chief Financial Officer	0	1,00,000	0	0	0	0	0	0	0	0	0	0
Mr. Sanil Kumar K V	Senior Vice President	0	0	1,504	3,40,000	0	0	49	0	0	49	9,156	9,194
Mr. Liju K Johnson	Company Secretary	1,000	0	1,025	0	0	0	0	0	0	0	2,300	574
Mr. Renjith R G	Senior Vice President	1,500	0	1,500	3,60,000	0	0	0	0	0	0	10,788	10,890
Mr. Gaurang H Shah	Senior Vice President	1,000	0	1,500	0	0	0	0	0	0	0	6,078	9,260
Mr. Kamat Prakash Ramachandra*	Senior Vice President	1,500	0	0	2,16,400	0	0	0	0	0	0	13,104	7,238
Ms. Vimala Jose*	Chief Compliance & Ethics Officer	6,063	0	1,922	0	0	0	0	0	0	0	342	6,326

*Mr. Kamat Prakash Ramachandra, Mrs. Jaya Jacob Alexander and Ms. Vimala Jose retired from the Company on 31.12.2018, 28.02.2019 and 31.03.2019 respectively

III. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

a) Description

Schemes	weighted-average fair value of options	weighted-average exercise price	expected volatility	expected option life	expected dividends	risk-free interest rate
ESOS 2010- Tranche III	5.70	16 May 18 – 99.60 02 Aug 18 – 81.45	42%	2	4.59%	8%
ESOS 2010- Tranche IV	16.64	16 May 18 – 99.60 02 Aug 18 – 81.45 24 Oct 18 – 41.75 17 Jan 19 – 45.05 26 Mar 19 – 39.90	66%	2	0.46%	8%
ESOS 2016 - Grant I	13.45	02 Aug 18 – 81.45 24 Oct 18 – 41.75 17 Jan 19 – 45.05	35%	2.7-5.7	2.00%	6.70%-6.90%
ESOS 2016 - Grant II	37.48	-	37%	2.6-4.6	1.20%	6.10%-6.30%
ESOS 2016 - Grant III	38.37	-	39%	2.7-4.2	1.20%	6.70%-6.90%
ESOS 2016 - Grant IV	33.57	-	40%	2.5-4.0	1.20%	6.80%-7.00%
ESOS 2016- Grant V	27.58	-	39%	2.5	2.20%	7.00%
ESOS 2016- Grant VI	12.67	-	37%	2.8-3.3	2.20%	6.90%-7.00%
ESOS 2016- Grant VII	11.15	-	39%	2.5-3.0	2.20%	6.50%-6.60%
ESOS 2017- Tranche 1	33.77	-	39%	2.5	1.20%	6.70%
ESOS 2017 - Special	27.03	-	39%	2.5	2.20%	7.20%
ESOS 2017- Tranche 2	10.74	-	39%	2.5	2.20%	6.50%

- b) The method used and the assumptions made to incorporate the effects of expected early exercise; Black – Scholes Options Pricing Model
- c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; Annualised volatility is computed using the high and low market price of the Company's share over the one-year period prior to the date of grant. It is assumed that employees would exercise the options immediately on vesting. The historical volatility of the Company's share price is higher than the volatility considered above. However, the Company expects the volatility of its share price to reduce as it matures.
- d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition

Disclosures in respect of grants made in three years prior to IPO under the ESOS: All the Options granted in the three years prior to the IPO have either been exercised or have lapsed.

Independent Auditors' Report

To the Members of Geojit Financial Services Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Geojit Financial Services Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2019, the standalone statement of profit and loss, and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

Key audit matter	How the matter was addressed in our audit
Revenue Recognition & note See note 2.7 to the standalone financial statements	
The principal services offered by the Company includes broking for equities and commodities, financial products distribution and depository services amongst others. Brokerage revenue is recognised on trade date upon exchange confirmations and income from depository services and financial products distribution are recognised based on agreements with clients and when the right to receive income is established. We identified revenue recognition as a key audit matter because there is a risk of revenue considering the judgements involved in the revenue recognition for services including financial products distribution and depository services.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: 1. We assessed the appropriateness of the revenue recognition accounting policies, by comparing with applicable accounting standards. 2. We evaluated the design of controls and operating effectiveness of the relevant controls with respect to revenue recognition and accounting for sales incentive arrangements on selected transactions. 3. We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents. 4. We carried out analytical procedures on revenue recognised during the year to identify unusual variances. 5. We performed confirmation procedures on trade receivable balances at the balance sheet date on a sample basis. 6. We tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate financial period.

Independent Auditors' Report (contd...)**Key Audit Matters (contd...)**

Key audit matter	How the matter was addressed in our audit
Information Technology	
IT systems and controls The Company's key financial accounting and reporting processes are highly dependent on the information systems including automated controls implemented in the Information Technology (IT) systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records, being materially misstated. We have identified 'IT systems and controls' as Key audit matter, since for the primary business (broking income), the Company relies on automated processes and controls for recording of income.	We have focused on General IT controls i.e. access management, change management and computer operations control and IT application controls on specific system generated reports and system/application processing over key financial accounting, reporting systems and control systems, for recording of income. Our audit procedures to assess the effectiveness of IT system included the following: - Performed walkthroughs to evaluate the design and implementation of key automated controls. Involved our IT specialist to test the effectiveness of identified key IT automated controls and IT systems. IT specialist tested relevant key controls operating over IT in relation to financial accounting and reporting systems, including general controls i.e. system access and system change management and computer operations. - IT specialists tested design and operating effectiveness of key controls over user access management which includes granting access right, new user creation, removal of user rights and other preventive controls. - For a selected group of key controls over financial and reporting system, IT specialists independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process. - Other areas that were independently assessed included password policies, security configurations, system generated reports and system interface controls. - Evaluating the design, implementation and operating effectiveness of identified significant accounts related IT automated controls which are relevant for accuracy of system calculation, and consistency of data transmission.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring

Independent Auditors' Report (contd...)

Management's Responsibility for the Standalone Financial Statements (contd...)

the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditors' Report (contd...)**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone balance sheet, the standalone statement of profit and loss, the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 28 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Due date	Date of payment	Delays in days	Amount involved (in ₹)
17 September 2018	4 October 2018	17	992,848

- iv. The disclosures regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2019.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/ W-100024

N Sampath Ganesh

Partner

Membership No: 042554

Mumbai

30 May 2019

Annexure A to the Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is a service company, primarily rendering financial services. Accordingly, paragraph 3 (ii) of the Order is not applicable.
- (iii) The Company has granted a loan to one of its subsidiary covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the subsidiary covered in the register maintained under Section 189 of the Act was not, prima facie, prejudicial to the interest of the Company.
 - (b) In the case of the loan granted to the subsidiary covered in the register maintained under Section 189 of the Act, the borrower has been regular in the payment of the principal and interest as stipulated.
 - (c) There are no overdue amounts in respect of the loan granted to the subsidiary.
- (iv) In our opinion and according to the information and explanations given to us, and based on the legal opinion obtained by the management, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, guarantees given and investments made as applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits falling under the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148 of the Companies Act, 2013 for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, duty of customs, duty of excise, value added tax and cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and services tax and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, the following dues of income tax and service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount (in ₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2,573,221 (2,573,221)*	2000-01	Honorable High Court of Kerala
Income Tax Act, 1961	Income Tax	1,033,321 (1,033,321)*	2001-02	Honorable High Court of Kerala
Income Tax Act, 1961	Income Tax	909,450 (909,450)*	2002-03	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	1,516,840 (1,516,840)*	2007-08	Commissioner of Income Tax (Appeals), Kochi
Income Tax Act, 1961	Income Tax	2,800,120 (1,623,570)*	2008-09	Commissioner of Income Tax (Appeals), Kochi
Income Tax Act, 1961	Income Tax	72,056,240	2009-10	Commissioner of Income Tax (Appeals), Kochi

Annexure A to the Independent Auditor's Report (contd...)

Name of the statute	Nature of dues	Amount (in ₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2,093,220	2010-11	Commissioner of Income Tax (Appeals), Kochi
Finance Act, 1994	Service Tax & Penalty	4,901,978 (187,685)*	April 2008 to June 2012	Commissioner of Central Excise (Appeals), Kochi
Finance Act, 1994	Service Tax & Penalty	1,095,232	2009-10	Commissioner of Central Excise (Appeals), Kochi
Finance Act, 1994	Service Tax & Penalty	813,065	2010-11	Commissioner of Central Excise (Appeals), Kochi
Finance Act, 1994	Service Tax & Penalty	252,629	2012-13	Commissioner of Central Excise (Appeals), Kochi
Finance Act, 1994	Service Tax & Penalty	302,308 (20,271)*	April 2015 to June 2017	Commissioner of Central Excise (Appeals), Kochi
Finance Act, 1994	Service Tax & Penalty	175,608	2012-13	Commissioner of Central Excise (Appeals), Kochi

* Represents the payment made under protest.

- (viii) According to the information and explanations given to us, the Company did not have any outstanding term loans, debentures and dues to financial institutions during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

for B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/ W-100024

N Sampath Ganesh

Partner

Membership No: 042554

Mumbai

30 May 2019

Annexure B to the Independent Auditors' Report

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Geojit Financial Services Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an

understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/ W-100024

N Sampath Ganesh

Partner

Membership No: 042554

Mumbai

30 May 2019

Balance sheet as at 31 March 2019

	Note	As at 31 March 2019 ₹	As at 31 March 2018 ₹
A. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	3	238,295,401	237,869,523
(b) Reserves and surplus	4	3,850,391,624	4,118,033,104
		4,088,687,025	4,355,902,627
2. Share application money pending allotment	27	-	220,300
3. Non-current liabilities			
(a) Long-term liabilities	5	13,906,708	16,883,299
(b) Long-term provisions	6	10,563,330	29,065,387
		24,470,038	45,948,686
4. Current liabilities			
(a) Trade payables	7		
Total outstanding dues of micro enterprises and small enterprises		2,742,493	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		78,253,691	99,712,416
(b) Other current liabilities	8	2,837,166,186	2,172,239,187
(c) Short-term provisions	9	4,319,884	4,467,144
		2,922,482,254	2,276,418,747
TOTAL		7,035,639,317	6,678,490,360
B. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment			
Tangible assets	10A	532,802,391	487,007,037
Intangible assets	10B	130,801,169	66,032,740
		663,603,560	553,039,777
(b) Non-current investments	11	199,555,027	274,058,027
(c) Deferred tax assets (net)	12	48,048,000	46,853,000
(d) Long-term loans and advances	13	1,108,143,110	1,332,237,527
(e) Other non-current assets	14	29,851,222	14,214,782
		2,049,200,919	2,220,403,113
2. Current assets			
(a) Current investments	15	250,000,000	872,902,889
(b) Trade receivables	16	1,295,026,892	1,244,372,187
(c) Cash and bank balances	17	2,049,252,430	1,880,357,529
(d) Short-term loans and advances	18	616,824,247	227,237,307
(e) Other current assets	19	775,334,829	233,217,335
		4,986,438,398	4,458,087,247
TOTAL		7,035,639,317	6,678,490,360

Significant accounting policies

2

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached
for **BSR & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/W-100024

N Sampath Ganesh
Partner
Membership No.: 042554

Place : Mumbai
Date : 30 May 2019

for and on behalf of the Board of Directors of
Geojit Financial Services Limited
(Formerly known as Geojit BNP Paribas Financial Services Limited)
CIN : L67120KL1994PLC008403

R. Bupathy
Chairman
DIN : 00022911
Sanjeev Kumar Rajan
Chief Financial Officer
Place : Kochi
Date : 30 May 2019

C.J. George
Managing Director
DIN : 00003132
Liju K. Johnson
Company Secretary

Statement of profit and loss for the year ended 31 March 2019

	Note	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
1. Revenue			
(a) Revenue from operations	20	2,650,398,540	3,040,795,459
(b) Other income	21	202,488,339	301,046,503
Total revenue		2,852,886,879	3,341,841,962
2. Expenses			
(a) Operating expenses	22	543,139,231	699,395,949
(b) Employee benefits expense	23	1,013,172,401	930,569,338
(c) Finance costs	24	6,920,028	4,025,973
(d) Depreciation and amortisation	10	137,193,546	124,180,516
(e) Other expenses	25	595,801,779	569,244,683
Total expenses		2,296,226,985	2,327,416,459
3. Profit before exceptional item and tax (1-2)		556,659,894	1,014,425,503
4. Exceptional item	26	(75,000,000)	-
5. Profit before tax (3+4)		481,659,894	1,014,425,503
6. Tax expense:			
(a) Current tax		193,820,000	355,570,000
(b) Current tax for earlier years		(4,220,669)	(1,236,205)
(c) Deferred tax		(1,195,000)	(14,768,000)
Total tax expense		188,404,331	339,565,795
7. Profit for the year (5-6)		293,255,563	674,859,708
8. Earnings per share (face value of ₹ 1/- each)	38		
(a) Basic		1.23	2.85
(b) Diluted		1.22	2.79
Significant accounting policies	2		

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached
 for **BSR & Associates LLP**
 Chartered Accountants
 Firm registration number: 116231W/W-100024

N Sampath Ganesh
 Partner
 Membership No.: 042554

Place : Mumbai
 Date : 30 May 2019

for and on behalf of the Board of Directors of
Geojit Financial Services Limited
 (Formerly known as Geojit BNP Paribas Financial Services Limited)
 CIN : L67120KL1994PLC008403

R. Bupathy
 Chairman
 DIN : 00022911
Sanjeev Kumar Rajan
 Chief Financial Officer
 Place : Kochi
 Date : 30 May 2019

C.J. George
 Managing Director
 DIN : 00003132
Liju K. Johnson
 Company Secretary

Cash flow statement for the year ended 31 March 2019

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional item and tax	556,659,894	1,014,425,503
Adjustments for:		
Depreciation and amortisation	137,193,546	124,180,516
(Profit) / loss on sale of property, plant and equipment	(1,205,371)	(1,986,148)
Finance costs	6,920,028	4,025,973
Interest income	(73,150,433)	(126,238,153)
Dividend income	(27,722,629)	(62,758,375)
Net (gain) on sale of current investments - mutual funds	(40,044,160)	(55,407,221)
Net (gain) on sale of non-current investments	-	(4,387,684)
Bad debts written off	-	540,461
Provision for doubtful debts / (written back) (net)	14,618,521	(144,686)
Liabilities no longer payable written back	(582,281)	(5,889,044)
Provision for diminution in value of non-current investments	-	25,000,000
	16,027,221	(103,064,361)
Operating profit before working capital changes	572,687,115	911,361,142
Changes in working capital:		
Adjustments for (increase) / decrease in:		
Trade receivables	(56,888,197)	92,742,689
Loans and advances	(164,675,965)	(436,856,185)
Other current assets	(534,558,817)	255,338,928
	(756,122,979)	(88,774,568)
Adjustments for increase / (decrease) in:		
Trade payables	(18,716,232)	31,863,271
Other current liabilities	649,249,296	(83,130,021)
Long-term liabilities	(2,976,591)	1,458,259
Short-term and long-term provisions	(18,649,317)	(19,656,143)
	608,907,156	(69,464,634)
Cash generated from operations	425,471,292	753,121,940
Income tax paid (net)	(203,739,686)	(379,936,155)
Net cash flow from operating activities (A)	221,731,606	373,185,785
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including capital advances	(244,477,672)	(137,943,924)
Proceeds from sale of property, plant and equipment	2,563,209	4,706,753
Proceeds from sale of non-current investments	3,000	4,388,561
Investment in mutual funds	(9,159,851,533)	(19,562,149,653)
Proceeds from disposal of mutual funds	9,822,798,582	19,466,722,687
Loan given to subsidiary	-	-
Loan realised from subsidiary	15,000,000	22,000,000
Investment in subsidiary	(500,000)	-
(Increase) / decrease in fixed deposit with banks	(15,368,583)	40,134,167
Interest received on fixed deposits	61,790,513	124,316,425
Interest received from subsidiary company	3,053,036	5,960,492
(Increase) / decrease in unpaid dividend bank accounts	(1,561,257)	(226,755)
Dividend from non-trade, long term investments	27,722,629	62,758,375
Net cash flow from investing activities (B)	511,171,924	30,667,128

Cash flow statement for the year ended 31 March 2019 (contd...)

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	13,367,232	75,484,887
Share application money received pending allotment	-	220,300
Finance cost paid	(6,920,028)	(4,025,973)
Dividends paid	(474,617,497)	(294,930,733)
Tax on dividend paid	(97,879,943)	(51,307,884)
Net cash flow (used in) financing activities (C)	(566,050,236)	(274,559,403)
Net increase in cash and cash equivalents (A+B+C)	166,853,294	129,293,510
Cash and cash equivalents at the beginning of the year	1,029,115,068	899,821,558
Cash and cash equivalents at the end of the year	1,195,968,362	1,029,115,068
Reconciliation of cash and cash equivalents with the balance sheet:		
Cash and bank balances as per balance sheet (Refer note 17)	2,049,252,430	1,880,357,529
Less: Unpaid dividend accounts not considered as 'Cash and cash equivalents', as defined in AS 3 Cash flow statements (Refer note 17)	(9,326,656)	(7,765,399)
Less: Earmarked deposits with banks not considered as 'Cash and cash equivalents', as defined in AS 3 Cash flow statements (Refer note 17)	(843,957,412)	(843,477,062)
Cash and cash equivalents at the end of the year (Refer note 17) *	1,195,968,362	1,029,115,068
* Comprises:		
(a) Cash on hand	987,433	1,020,819
(b) Balances with banks		
Current accounts:		
Clients	1,062,394,139	930,477,342
Others	35,703,159	36,983,551
Deposit accounts	96,883,631	60,633,356
	1,195,968,362	1,029,115,068

Significant accounting policies (Refer note 2)

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

for **BSR & Associates LLP**

Chartered Accountants

Firm registration number: 116231W/W-100024

N Sampath Ganesh

Partner

Membership No.: 042554

Place : Mumbai

Date : 30 May 2019

for and on behalf of the Board of Directors of

Geojit Financial Services Limited

(Formerly known as Geojit BNP Paribas Financial Services Limited)

CIN : L67120KL1994PLC008403

R. Bupathy

Chairman

DIN : 00022911

Sanjeev Kumar Rajan

Chief Financial Officer

Place : Kochi

Date : 30 May 2019

C.J. George

Managing Director

DIN : 00003132

Liju K. Johnson

Company Secretary

Notes forming part of the standalone financial statements

1. Background

Geojit Financial Services Limited (*Formerly known as Geojit BNP Paribas Financial Services Limited*) ('the Company') had its origin in the year 1987 as a partnership firm of Mr. C. J. George and his associates. In the year 1994, the firm was converted into a Company with the objective of providing technically superior trading platform for the investor community in Kerala. Over the years, the Company has spread its operations across the country through branch and franchisee network. In 2007, BNP Paribas SA became a major shareholder in the Company. The Company offers complete spectrum of financial services including online broking for equities, commodities, derivatives and currency futures, custody accounts, financial products distribution, portfolio management services, margin funding, etc. It has operations outside the country through subsidiaries, an associate and joint ventures in Oman, Kuwait, UAE and Saudi Arabia. The shares of the Company are listed on National Stock Exchange and Bombay Stock Exchange.

2. Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared on accrual basis under the historical cost convention and using the going concern basis of accounting as assessed by the management. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Cash and cash equivalents (for purposes of cash flow statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition) highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.4 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.5 Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of property, plant and equipment and intangible assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Advances paid towards the acquisition of property, plant and equipment and intangible assets, outstanding at each balance sheet date are shown under advances for capital goods. The cost of the property, plant and equipment not ready for their intended use before such date are disclosed under capital work-in-progress.

Notes forming part of the standalone financial statements (contd..)

2.6 Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, less its estimated residual value. Depreciation on property, plant and equipment has been provided under the straight-line method as per the useful life as estimated by management.

Management estimates the useful life for the tangible assets as under:

Class of assets	Useful life
Buildings *	40 years
Furniture and fixtures	10 years
Furniture and fixtures in leasehold premises *	5 years
Computers and accessories	3 years
Computers and accessories - Data centre equipments *	5 years
Office equipments	5 years
Electrical equipments *	5 years
Vehicles *	5 years
Plant and machinery	15 years

* For these class of assets, the Company has assessed the useful life based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Improvements to leasehold premises are amortised over the lease term or useful lives of the assets, whichever is lower. If the premises are vacated before the expiry of above term, the un-amortised costs are fully written off in the year of vacation.

Intangible assets are amortised under straight-line method over the estimated useful life of 5 years. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

2.7 Revenue recognition

Brokerage income is recognized on the trade date of transaction upon confirmation of the transaction by the stock exchange. Income from depository services, penal charges and portfolio management services are recognised on the basis of agreements entered into with clients and when the right to receive the income is established. Commission income from financial products distribution is recognised on the basis of agreements entered into with principals and when the right to receive the income is established. Interest income from margin funding business is recognised on loans given to clients on time proportion basis.

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive the income is established. Shared services cost is recognised based on agreements entered into with the parties.

2.8 Foreign currency transactions and translations

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities are recognised as income or expense in the statement of profit and loss.

Foreign currency monetary items outstanding at the balance sheet date are translated at the closing exchange rates on that date. Non-monetary items are carried at historical cost.

2.9 Investments

Non-current investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

2.10 Employee benefits

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee

Notes forming part of the standalone financial statements (contd..)

2.10 Employee benefits (contd...)

renders the related service. The cost of such short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Defined contribution plan

The Company's contribution to provident fund scheme is considered as defined contribution plan, and is charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plan

For defined benefit plan in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the statement of profit and loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

2.11 Employee share based payments

The Company has formulated Employee Stock Option Plans (ESOP) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Schemes provide for grant of options to employees of the Company and its subsidiaries to acquire equity shares of the Company that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines and the Guidance Note on Employee Share Based Payments issued by the Institute

of Chartered Accountants of India, the excess, if any, of the closing market price on the day prior to the grant of the options under ESOP over the exercise price is amortised on a straight-line basis over the vesting period under the 'intrinsic value method'.

2.12 Leases

Assets leased by the Company in its capacity as lessee where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

2.13 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

Notes forming part of the standalone financial statements (contd..)

2.14 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

2.15 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount in the statement of profit and loss. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

2.16 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the financial statements.

3. Share capital

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Authorised:				
Equity shares of ₹ 1/- each	300,000,000	300,000,000	300,000,000	300,000,000
	300,000,000	300,000,000	300,000,000	300,000,000
Issued, subscribed and fully paid-up:				
Equity shares of ₹ 1/- each	238,295,401	238,295,401	237,869,523	237,869,523
	238,295,401	238,295,401	237,869,523	237,869,523
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:				
Equity shares of ₹ 1/- each:				
At the beginning of the year	237,869,523	237,869,523	235,544,665	235,544,665
Issued during the year	425,878	425,878	2,324,858	2,324,858
At the end of the year	238,295,401	238,295,401	237,869,523	237,869,523

Notes forming part of the standalone financial statements (contd..)

3. Share capital (contd...)

(ii) Rights attached to equity shares:

The Company has issued only one class of equity share. The holder of each equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividends proposed by the Board of Directors are subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after settling the dues of preferential and other creditors as per priority. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shareholders holding more than 5% of the equity share capital:

Class of shares / name of shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of ₹1/- each:				
BNP Paribas SA	76,688,959	32.18%	76,688,959	32.24%
C. J. George	43,313,236	18.18%	43,279,636	18.19%
Kerala State Industrial Development Corporation	20,000,000	8.39%	20,000,000	8.41%
Rakesh Jhunjunwala	18,037,500	7.57%	18,037,500	7.58%

(iv) As at 31 March 2019, 11,684,603 equity shares (Previous year: 10,009,083 equity shares) of ₹1/- each are reserved towards outstanding employee stock options granted (Refer Note 40).

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
4. Reserves and surplus		
(a) Capital reserve		
Balance at the beginning and end of the year	33,345,030	33,345,030
(b) Securities premium		
Opening balance	2,098,266,314	2,024,293,979
Add: Additions during the year	13,161,654	73,972,335
Closing balance	2,111,427,968	2,098,266,314
(c) General reserve		
Balance at the beginning and end of the year	380,296,186	380,296,186
(d) Surplus in statement of profit and loss		
Opening balance	1,606,125,574	1,277,731,238
Add: Profit for the year	293,255,563	674,859,708
Add: Corporate dividend tax credit	-	8,779,236
(Less): Final dividend for 2017-18 paid to equity shareholders @ ₹ 2/- per share (Previous year: ₹ 1.25/- per share)	(476,178,754)	(295,157,488)
(Less): Corporate dividend tax	(97,879,943)	(60,087,120)
Closing balance	1,325,322,440	1,606,125,574
	3,850,391,624	4,118,033,104

Notes forming part of the standalone financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
5. Long-term liabilities		
(a) Security deposits from business associates	7,966,176	9,888,919
(b) Rent deposits	1,422,450	2,700,000
(c) Lease equalisation liability	4,518,082	4,294,380
	13,906,708	16,883,299
6. Long-term provisions		
For employee benefits		
Gratuity	3,562,687	23,092,544
Compensated absences	7,000,643	5,972,843
	10,563,330	29,065,387
7. Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises (Refer Note 29)	2,742,493	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	78,253,691	99,712,416
	80,996,184	99,712,416
8. Other current liabilities		
(a) Unclaimed dividends	9,326,656	7,765,399
(b) Client balances	2,587,351,336	1,889,268,662
(c) Security deposits from business associates	1,094,133	1,549,186
(d) Other payables		
Statutory dues payable	52,641,144	42,354,849
Dues to creditors for capital goods	16,674,385	2,557,939
To stock exchanges	59,477,276	109,336,611
Accrued salaries and benefits	57,744,301	66,250,684
Other accrued liabilities	48,695,426	50,107,067
Lease equalisation liability	4,161,529	3,048,790
	2,837,166,186	2,172,239,187
9. Short-term provisions		
(a) For employee benefits - compensated absences	4,319,884	4,467,144
	4,319,884	4,467,144

Notes forming part of the standalone financial statements (contd..)

10. Property, plant and equipment

	Gross block				Accumulated depreciation and amortisation				Net block	
	As at 1 April 2018	Additions	Disposals	As at 31 March 2019	As at 1 April 2018	For the year	Disposals	As at 31 March 2019	As at 31 March 2019	As at 31 March 2018
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Tangible assets										
Land - freehold	68,424,536	-	-	68,424,536	-	-	-	-	68,424,536	68,424,536
Buildings (Refer note (a) below)	68,424,536	-	-	68,424,536	-	-	-	-	68,424,536	68,424,536
	165,734,768	-	-	165,734,768	22,290,189	4,143,372	-	26,433,561	139,301,207	143,444,579
Furniture and fixtures	165,734,768	-	-	165,734,768	18,146,817	4,143,372	-	22,290,189	143,444,579	147,587,951
Leasehold improvements	138,563,631	16,807,083	4,711,265	150,659,449	94,870,850	12,163,600	4,401,100	102,633,350	48,026,099	43,692,781
Computers and accessories	125,915,820	16,139,802	3,491,991	138,563,631	86,419,927	10,784,337	2,333,414	94,870,850	43,692,781	39,495,893
Office equipments	138,563,095	43,864,689	10,124,220	172,303,564	117,453,887	10,843,041	9,997,015	118,299,913	54,003,651	21,109,208
Electrical equipments	131,811,726	10,274,383	3,523,014	138,563,095	113,766,440	6,983,985	3,296,538	117,453,887	21,109,208	18,045,286
Vehicles	347,480,008	56,362,173	4,083,194	399,758,987	252,400,492	46,003,708	4,063,088	294,341,112	105,417,875	95,079,516
Plant and machinery	372,742,489	47,985,606	73,248,087	347,480,008	271,902,247	53,501,618	73,003,373	252,400,492	95,079,516	100,840,242
	144,722,503	27,968,234	9,452,850	163,237,887	113,980,663	14,582,202	9,269,509	119,293,356	43,944,531	30,741,840
	133,704,587	17,976,119	6,958,203	144,722,503	107,387,111	12,979,789	6,386,237	113,980,663	30,741,840	26,317,476
	10,941,564	1,072,536	609,516	11,404,584	10,250,676	307,836	604,725	9,953,787	1,450,797	690,888
	10,886,626	300,444	245,506	10,941,564	9,892,101	598,396	239,821	10,250,676	690,888	994,525
	33,425,304	1,852,565	3,565,765	31,712,104	11,542,149	6,387,612	2,853,538	15,076,223	16,635,881	21,883,155
	19,493,469	15,529,637	1,597,802	33,425,304	7,454,181	5,621,952	1,533,984	11,542,149	21,883,155	12,039,288
	95,093,277	-	-	95,093,277	33,152,743	6,342,720	-	39,495,463	55,597,814	61,940,534
	94,838,488	265,889	11,100	95,093,277	26,814,480	6,338,466	203	33,152,743	61,940,534	68,024,008
Total	1,142,948,686	147,927,280	32,546,810	1,258,329,156	655,941,649	100,774,091	31,188,975	725,526,765	532,802,391	487,007,037
Previous year	1,123,552,509	108,471,880	89,075,703	1,142,948,686	641,783,304	100,951,915	86,793,570	655,941,649	487,007,037	481,769,205
B. Intangible assets										
Computer software	255,427,688	29,553,956	15,080	284,966,564	189,394,948	25,586,050	15,077	214,965,921	70,000,643	66,032,740
Client acquisition	246,434,450	20,839,083	11,845,845	255,427,688	177,573,720	23,228,601	11,407,373	189,394,948	66,032,740	68,860,730
	-	71,633,931	-	71,633,931	-	10,833,405	-	10,833,405	60,800,526	-
Total	255,427,688	101,187,887	15,080	356,600,495	189,394,948	36,419,455	15,077	225,799,326	130,801,169	66,032,740
Previous year	246,434,450	20,839,083	11,845,845	255,427,688	177,573,720	23,228,601	11,407,373	189,394,948	66,032,740	68,860,730
Grand Total	1,398,376,374	249,115,167	32,561,890	1,614,929,651	845,336,597	137,193,546	31,204,052	951,326,091	663,603,560	553,039,777
Previous year	1,369,986,959	129,310,963	100,921,548	1,398,376,374	819,357,024	124,180,516	98,200,943	845,336,597	553,039,777	550,629,935

Note:

- a) Part of the Corporate Office building is given on cancellable lease to Geojit Technologies Private Limited, Geojit Investment Services Limited and Geojit Credits Private Limited, subsidiaries of the company, and Geojit Comtrade Limited, entity over which relative of key management person has control.
- b) Previous year's figures are shown in italics.

Notes forming part of the standalone financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
11. Non-current investments		
Investments (at cost)		
A. Trade		
(a) Investments in equity instruments - unquoted:		
<u>Wholly owned subsidiaries</u>		
Geojit Investment Services Limited	42,971,000	16,000,000
6,700,000 (Previous year: 4,000,000) equity shares of ₹10/- each, fully paid-up. (Refer Note 44)		
Less: Provision for diminution in value of investment	(26,971,000)	-
Net	16,000,000	16,000,000
Geojit Financial Management Services Private Limited	-	276,971,000
Nil (Previous year: 27,700,000) equity shares of ₹10/- each, fully paid-up. Merged with Geojit Investment Services Limited pursuant to scheme. (Refer Note 44)		
Less: Provision for diminution in value of investment	-	(276,971,000)
Net	-	-
Geojit Techloan Private Limited	500,000	-
50,000 (Previous year: Nil) equity shares of ₹10/- each, fully paid-up		
<u>Other subsidiaries</u>		
Geojit Credits Private Limited	842,368,780	842,368,780
417,197,420 (Previous year: 417,197,420) equity shares of ₹2/- each, fully paid-up		
Less: Provision for diminution in value of investment	(842,368,780)	(842,368,780)
Net	-	-
Qurum Business Group Geojit Securities LLC, Oman	18,829,725	18,829,725
127,500 (Previous year: 127,500) equity shares of Omani Riyal 1/- each, fully paid-up		
Geojit Technologies Private Limited	16,345,285	16,345,285
750,000 (Previous year : 750,000) equity shares of ₹10/- each, fully paid-up		
<u>Joint ventures</u>		
Barjeel Geojit Financial Services LLC (Formerly known as Barjeel Geojit Securities LLC), United Arab Emirates	19,138,560	19,138,560
1,500 (Previous year: 1,500) equity shares of Arab Emirates Dirham 1,000/- each, fully paid-up		

Notes forming part of the standalone financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
11. Non-current investments (contd...)		
Investments (at cost) (contd...)		
A. Trade		
Aloula Geojit Capital Company, Saudi Arabia	301,990,457	301,990,457
1,400,000 (Previous year: 1,456,000) equity shares of Saudi Riyals (SR)		
10/- each, fully paid-up		
Less: Provision for diminution in value of investment	(200,000,000)	(125,000,000)
Net	101,990,457	176,990,457
<u>Associate</u>		
BBK Geojit Financial Brokerage Company K.S.C.	26,550,000	26,550,000
1,500,000 (Previous year: 1,500,000) equity shares of Kuwaiti Dinar		
0.10/- each, fully paid-up		
	199,354,027	273,854,027
B. Other investments		
(a) Investments in equity instruments - unquoted:		
Muvattupuzha Co-operative Super Speciality Hospital Limited	200,000	200,000
400 (Previous year: 400) 'C' class shares of ₹500/- each, fully paid-up		
Cochin Stock Exchange Limited	1,000	1,000
100 (Previous year: 100) equity shares of ₹10/- each, fully paid-up		
	201,000	201,000
(b) Investments in government securities - quoted:		
10.71% Govt of India Securities - 2016	-	3,000
	-	3,000
	199,555,027	274,058,027
Aggregate cost of listed but not quoted investments	-	3,000
Aggregate amount of unquoted investments	199,555,027	274,055,027
Provision for diminution in value of investment in subsidiary companies / joint venture	1,069,339,780	1,244,339,780
12. Deferred tax assets (net)		
(a) Deferred tax liability		
Arising from timing differences in respect of:		
Depreciation and amortisation	-	-
	-	-
(b) Deferred tax asset		
Arising from timing differences in respect of:		
Depreciation and amortisation	4,078,000	2,568,000
Provision for doubtful debts	30,488,000	28,220,000
Provision for employee benefits	5,573,000	11,597,000
Other disallowances	7,909,000	4,468,000
	48,048,000	46,853,000
	48,048,000	46,853,000

Notes forming part of the standalone financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
13. Long-term loans and advances		
Unsecured and considered good, unless stated otherwise		
(a) Advances for capital goods	21,948,199	11,886,967
(b) Deposits and margins given to stock exchanges / depositories / clearing corporation	942,582,229	1,202,702,229
(c) Security deposits - others	47,357,482	36,653,126
(d) Prepaid expenses	4,874,815	3,755,175
(e) Advance income tax	91,380,385	77,240,030
	1,108,143,110	1,332,237,527
14. Other non-current assets		
(a) Fixed deposits with banks in earmarked accounts	28,871,343	13,983,110
(b) Interest accrued on above	979,879	231,672
	29,851,222	14,214,782
Notes:		
Fixed deposits with banks in earmarked accounts represent the following:		
(i) Deposits given as security margin for guarantees issued by banks in favour of stock exchanges	17,996,343	1,230,672
(ii) Bank deposit receipts given as security margin to stock exchanges / clearing corporation	10,875,000	10,875,000
(iii) Deposits given as security margin for guarantees issued by banks in favour of Kerala State Electricity Board	-	1,877,438
	28,871,343	13,983,110
15. Current investments		
Investments in mutual funds (at lower of cost and net asset value) - unquoted		
Axis Liquid Fund - Direct- Growth [Current year - 96,591 units; Previous year - Nil units]	200,000,000	-
ICICI Prudential Liquid Fund - Growth plan [Current year - 181,114 units; Previous year - Nil units]	50,000,000	-
Birla Sun Life Floating Rate Fund - Short Term Plan - Direct Plan [Current year - Nil units; Previous year - 1,480,637 units]	-	342,799,789
Invesco India Liquid Fund - Direct- Growth [Current year - Nil units; Previous year - 159,085 units]	-	380,000,000
Kotak Floater Short Term Fund [Current year - Nil units; Previous year - 52,716 units]	-	150,103,100
	250,000,000	872,902,889
Aggregate amount of unquoted investments	250,000,000	872,902,889

Notes forming part of the standalone financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
16. Trade receivables		
(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	234,750,816	212,906,664
Unsecured, considered good	-	397,609
Doubtful	85,342,342	80,855,587
	320,093,158	294,159,860
Less: Provision for doubtful trade receivables	85,342,342	80,855,587
	234,750,816	213,304,273
(b) Other trade receivables		
Secured, considered good	234,572,184	13,951,742
Unsecured, considered good	825,703,892	1,017,116,172
Doubtful	1,905,584	685,087
	1,062,181,660	1,031,753,001
Less: Provision for doubtful trade receivables	1,905,584	685,087
	1,060,276,076	1,031,067,914
	1,295,026,892	1,244,372,187
17. Cash and bank balances		
(a) Cash on hand	987,433	1,020,819
(b) Balances with banks		
Current accounts:		
Clients	1,062,394,139	930,477,342
Others	35,703,159	36,983,551
Deposit accounts	96,883,631	60,633,356
Earmarked accounts:		
Deposit accounts	843,957,412	843,243,142
Arbitration deposits	-	233,920
Unpaid dividend accounts	9,326,656	7,765,399
	2,049,252,430	1,880,357,529

Notes forming part of the standalone financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
17. Cash and bank balances (contd...)		
Of the above, the balances that meet the definition of Cash and cash equivalents	1,195,968,362	1,029,115,068
Balance with banks in earmarked deposit accounts include fixed deposits which have an original maturity of more than 12 months.	470,899,258	317,537,262
Balance with banks in earmarked deposit accounts include fixed deposits which are:		
(i) Maintained as security margin for guarantees issued by banks in favour of stock exchanges / clearing corporation	457,256,231	464,540,380
(ii) Pledged with banks for availing overdraft facility. The balance outstanding in the overdraft facility as at the balance sheet date is ₹ Nil (Previous year: ₹ Nil)	353,924,550	353,924,550
(iii) Given to stock exchanges / clearing corporation as security margin	15,000,000	14,390,805
(iv) Pledged with banks for availing other bank guarantees facility	3,715,893	1,526,520
(v) Deposited in banks against unsettled client balances	14,060,738	8,860,887
	843,957,412	843,243,142
18. Short-term loans and advances		
Unsecured and considered good, unless stated otherwise		
(a) Loans and advances to related parties (Refer Note 39)	30,953,003	43,569,561
(b) Loans and advances to clients (margin funding loans - secured)	520,993,358	106,407,811
(c) Rent and other deposits		
Considered good	33,640,611	38,515,466
Considered doubtful	4,187,929	4,057,529
	37,828,540	42,572,995
Less: Provision for doubtful deposits	4,187,929	4,057,529
	33,640,611	38,515,466
(d) Loans and advances to employees		
Considered good	2,664,303	3,067,274
Considered doubtful	386,605	-
	3,050,908	3,067,274
Less: Provision for Doubtful Advances	386,605	-
	2,664,303	3,067,274
(e) Prepaid expenses	23,062,488	23,333,341
(f) Balances with government authorities	1,281,678	4,471,840
(g) Other advances		
Considered good	4,228,806	7,872,014
Considered doubtful	9,378,675	1,510,651
	13,607,481	9,382,665
Less: Provision for doubtful advances	9,378,675	1,510,651
	4,228,806	7,872,014
	616,824,247	227,237,307

Notes forming part of the standalone financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
19. Other current assets		
(a) Accruals		
Interest accrued on fixed deposits with banks	35,114,248	27,555,571
Interest accrued on other deposits	-	18,296,065
(b) Receivable from stock / commodity exchanges	740,220,581	187,365,699
	775,334,829	233,217,335
	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
20. Revenue from operations		
(a) Stock broking services		
Brokerage	1,860,470,263	2,236,218,960
Depository	161,170,487	185,701,462
Financial products distribution	396,413,439	410,348,159
Portfolio management services	29,167,231	40,811,943
Interest income from margin funding	76,609,460	12,797,501
	2,523,830,880	2,885,878,025
(b) Other operating revenues		
Overdue fees collected from clients	120,446,556	150,372,676
Miscellaneous income	6,121,104	4,544,758
	126,567,660	154,917,434
	2,650,398,540	3,040,795,459

Notes forming part of the standalone financial statements (contd..)

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
21. Other income		
(a) Interest income		
From banks on fixed deposits	70,097,397	61,751,625
From a subsidiary company	3,053,036	5,960,492
Other interest income	33,655,564	58,526,036
(b) Dividend income (from non-current investments)		
Subsidiaries	-	43,125,000
Joint ventures	27,722,629	19,473,775
Others	-	159,600
(c) Net gain on sale of current investments - mutual funds	40,044,160	55,407,221
(d) Net gain on sale of non-current investments	-	4,387,684
(e) Other non-operating income		
Cost recovery for shared services	7,068,904	9,209,520
Rental income	3,987,025	6,800,282
Profit on sale of property, plant and equipment	1,205,371	1,986,148
Bad debt recovered	132,674	196,609
Provision for doubtful debts written back (net)	-	144,686
Liabilities no longer payable written back	582,281	5,889,044
Miscellaneous income	14,939,298	28,028,781
	202,488,339	301,046,503
22. Operating expenses		
Commission to business associates (Brokerage)	281,992,636	399,092,403
Marketing fees	66,538,800	115,622,750
Marketing incentives	18,063,508	25,300,742
Commission to business associates (Distribution)	47,357,574	43,503,222
Connectivity charges	55,480,974	54,206,414
Subscription to research activities	19,997,187	6,708,730
Depository charges	24,703,149	29,975,022
Research expenses	4,918,834	8,142,778
Postage charges for contract note	1,443,498	2,021,595
Loss on sale of stock-in-error	3,994,547	2,016,758
Transaction charges	973,231	1,629,078
Registration and renewal charges	4,169,760	2,997,205
Miscellaneous expenses	13,505,533	8,179,252
	543,139,231	699,395,949

Notes forming part of the standalone financial statements (contd..)

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
23. Employee benefits expense		
Salaries, wages and bonus	898,017,566	821,544,495
Contribution to provident and other funds	48,945,510	51,260,194
Staff welfare expenses	66,209,325	57,764,649
	1,013,172,401	930,569,338
24. Finance costs		
Interest expense on:		
Loan from subsidiary companies	59,247	-
Temporary overdrafts availed from banks	2,795,273	517,046
Margin deposit	-	50,396
Other borrowing costs:		
Bank guarantee charges	4,065,508	3,458,531
	6,920,028	4,025,973
25. Other expenses		
Rent	139,768,270	131,975,265
Advertisement	65,627,609	73,727,861
Telephone	29,743,340	26,455,215
Postage	19,262,340	18,302,676
Power and fuel	46,204,478	43,612,540
Software charges	62,439,508	50,894,494
Repairs and maintenance:		
Leasehold building	4,618,724	4,256,136
Own building	186,209	1,237,034
Plant and machinery	3,065,418	208,180
Others	27,880,911	29,619,317
Printing and stationery	23,469,589	21,882,463
Travelling and conveyance	37,928,438	35,686,741
Legal and professional charges	18,648,851	10,957,850
Payments to auditors (Refer note below)	7,042,426	6,394,482
Office expenses	19,863,999	17,652,330
Provision for doubtful debts (net)	14,618,521	-
Bad debts written off	-	540,461

Notes forming part of the standalone financial statements (contd..)

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
25. Other expenses (contd...)		
Business promotion	10,182,063	8,837,455
Rates and taxes	21,521,628	20,710,859
Corporate social responsibility expenses (Refer note 43)	16,808,705	15,264,821
Donations and contributions	50,000	21,200
Insurance	1,107,515	673,611
Provision for diminution in value of non-current investments	-	25,000,000
Miscellaneous expenses	25,763,237	25,333,692
	595,801,779	569,244,683

Note:

Payments to auditors include payments to statutory auditor towards (net of input tax credit, where applicable):

Statutory audit fees	1,650,000	1,550,000
Limited review fees	740,000	525,000
Tax audit	100,000	75,000
Certifications	328,000	300,000
Out-of-pocket expenses	140,900	122,500
	2,958,900	2,572,500

26. Exceptional item for the year ended 31 March 2019 represent the provision for diminution in value of investment held in a jointly controlled entity.

27. As at 31 March 2019, the Company has received ₹ Nil/- as share application money towards Nil equity shares of the Company (Previous year: 7,810 equity shares at ₹ 220,300/-) at a total premium of ₹ Nil/- (Previous year: ₹ 212,490/-). The share application money was received pursuant to the exercise of options granted to employees under the employee stock option plans. The Company has sufficient authorised share capital to cover the allotment of these shares. Pending allotment of shares, the amounts are maintained in a designated bank account and are not available for use by the Company.

28. Contingent liabilities and commitments (to the extent not provided for)

(i) Contingent liabilities:

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
(a) Claims against the company not acknowledged as debts :		
Legal suits filed against the company / matters under arbitration	27,522,094	27,895,094
Income tax demands, pending in appeal (Refer note below)	77,405,882	79,194,763
Show cause notices from service tax department for which the Company has filed replies (Refer note below)	172,339	42,376,505
Service tax demands, pending in appeal (Refer note below)	7,798,449	7,062,904
Demand under Employees' Provident Funds & Miscellaneous Provisions Act, 1952 (Refer note below)	-	170,270,130
(b) Guarantees given by the company	1,567,892	1,567,892

Note: Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

Notes forming part of the standalone financial statements (contd..)

28. Contingent liabilities and commitments (to the extent not provided for) (contd...)

(i) Contingent liabilities: (contd...)

Direct tax matters

The Company has ongoing disputes with Income Tax authorities in India. The disputes relate to tax treatment of certain expenses claimed as deductions, computation or eligibility of tax incentives or allowances, and characterisation of fees for services received. As at 31 March 2019, the Company has contingent liability of ₹ 77,405,882/- (Previous year: ₹ 79,194,763/-) in respect of tax demands which are being contested by the Company based on the management evaluation and advice of tax consultants.

The Company periodically receives notices and inquiries from income tax authorities related to the Company's operations in the jurisdictions it operates in. Management has evaluated these notices and inquiries and has concluded that the position taken by it on the above matters is tenable and hence no adjustments have been made in the financial statements.

Indirect tax matters

The Company has ongoing disputes with Indirect tax authorities mainly relating to treatment of characterisation and classification of certain items. As at 31 March 2019, the Company has demands and show cause notices amounting to ₹ 7,970,788/- (Previous year: ₹ 49,439,409/-) from various indirect tax authorities which are being contested by the Company based on the management evaluation and advice of tax consultants.

Other matters

The Company had disputes with the Provident Fund authorities as regards treatment of certain allowances for the computation of provident fund liability which was disclosed as contingent liability in the previous year. During the year, the Regional Provident Fund Commissioner has dropped the above proceedings against the company.

On 28 February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. Basis this judgment, the Company has re-computed its liability towards PF for the month of March 2019 and has made a provision for it in the books of account. In respect of the earlier periods/years, the Company has been legally advised that there are numerous interpretative challenges on the application of the judgment retrospectively. Based on such legal advice, the management believes that it is impracticable at this stage to reliably measure the provision required, if any, and accordingly, no provision has been made towards the same. Necessary adjustments, if any, will be made to the books as more clarity emerges on this subject.

(ii) Commitments:

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for:		
Property, plant and equipment	65,562,778	20,984,666
Intangible assets	21,467,929	3,818,980
Acquisition of clients of Geofin Comtrade Limited (Refer note below)	-	81,000,000

Note : The Company had entered into an agreement on 1 February 2018 with Geofin Comtrade Limited to acquire its clients (without any other assets or liabilities), for a consideration of ₹ 81,000,000/- (excluding applicable taxes). During the year the transaction has been completed and ₹71,633,931/- has been capitalised as client acquisition under intangible assets.

Notes forming part of the standalone financial statements (contd..)

29. Disclosures required under Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
(i) Principal amount remaining unpaid to any supplier as at the end of the year.	2,742,493	Nil
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the year.	Nil	Nil
(iii) The amount of interest paid in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day.	Nil	Nil
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the year.	Nil	Nil
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid for the purpose of deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

30. Disclosure under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Loans and advances in the nature of loans given to subsidiaries, associates and firms / companies in which directors are interested:

Name of the party	Relationship	Amount outstanding as at 31 March 2019 ₹	Maximum balance outstanding during the year ₹
Geojit Credits Private Limited	Subsidiary company	27,700,000	42,700,000
		<i>42,700,000</i>	<i>64,700,000</i>

Note: Figures in italics relate to the previous year.

31. Particulars of loans given, investment made, guarantee given, or security provided, and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient under Section 186(4) of Companies Act, 2013:

Party	Relationship	Transaction	Amount ₹	Balance outstanding on 31 March 2019 ₹	Purpose for which recipient proposes to utilise the amount
Geojit Credits Private Limited	Subsidiary Company	Loan given	-	27,700,000	For providing loan against shares and commodities, and personal loans.

Notes forming part of the standalone financial statements (contd..)

32. Expenditure in foreign currency

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Travelling and conveyance	70,156	119,178
Repairs and maintenance - Others (Annual maintenance charges)	741,969	579,881
Software charges	183,447	154,172
Connectivity charges	1,323,741	1,623,300
Total	2,319,313	2,476,531

Note: The above disclosure excludes expenses incurred in Indian Rupees and remitted in foreign currency.

33. Earnings in foreign exchange

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Dividend from a jointly controlled entity	27,722,629	19,473,775
Revenue from operations - Miscellaneous (Advisory fees)	9,783	36,971
Total	27,732,412	19,510,746

34. The Company has deposited the dividends payable to non-resident shareholders into their Rupee account with various banks in India and hence the disclosure of amounts remitted in foreign currency during the year to non-resident shareholders on account of dividend is not applicable.

35. Employee benefit plans

(i) Defined contribution plan – Provident Fund

The Company makes Provident Fund contribution for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised ₹ 28,954,635/- (Previous year: ₹ 26,348,754/-) towards provident fund contribution in the statement of profit and loss. The contribution payable to the plan by the Company are at the rates specified in the rules of the scheme.

(ii) Defined benefit plan – Gratuity

The Company provides gratuity benefit to its employees (included as part of 'Contribution to provident and other funds' in Note 23 Employee benefits expense), which is funded with Life Insurance Corporation of India.

The following table sets out the funded status of the defined benefit scheme and the amounts recognised in the financial statements:

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Gratuity cost		
Current service cost	6,527,042	6,687,504
Interest cost	5,008,495	4,013,988
Expected return on plan assets	(3,784,273)	(1,844,406)
Past service cost	-	1,491,346
Actuarial (gain) / loss	(2,281,420)	1,343,005
Total expense recognised in the statement of profit and loss	5,469,844	11,691,437

Notes forming part of the standalone financial statements (contd..)

35. Employee benefit plans (contd...)

(ii) Defined benefit plan – Gratuity (contd...)

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
Net liability recognised in the balance sheet:		
Present value of defined benefit obligation	73,932,125	68,609,522
Fair value of plan assets	(70,369,438)	(45,516,978)
Net liability recognised in the balance sheet	3,562,687	23,092,544

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Change in defined benefit obligations (DBO) during the year:		
At the beginning of the year	68,609,522	61,753,655
Current service cost	6,527,042	6,687,504
Interest cost	5,008,495	4,013,988
Actuarial (gain) / loss	(1,612,751)	1,237,475
Past service cost	-	1,491,346
Benefits paid	(8,242,884)	(6,040,528)
Transfer in / (out) in respect of employee movement to group company	3,642,701	(533,918)
At the end of the year	73,932,125	68,609,522
Change in fair value of assets during the year:		
At the beginning of the year	45,516,978	17,699,329
Expected return on plan assets	3,784,273	1,844,406
Actual company contributions	27,534,727	32,969,753
Transfer out in respect of employee movement to group company	-	(850,452)
Amounts contributed by group companies on transfer of its employees to the company	1,107,675	-
Actuarial gain / (loss)	668,669	(105,530)
Benefits paid	(8,242,884)	(6,040,528)
At the end of the year	70,369,438	45,516,978
Actual return on plan assets	4,452,942	1,738,876

Particulars	31 March 2019	31 March 2018
Actuarial assumptions:		
Discount rate	7.00%	7.30%
Expected return on plan assets	7.30%	6.50%
Salary escalation	6.00%	6.00%
Attrition rate range over different age brackets	Upto 35 years - 50% Above 35 years - 12%	Upto 35 years - 50% Above 35 years - 12%
Mortality table	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

Notes forming part of the standalone financial statements (contd..)

35. Employee benefit plans (contd...)

(ii) Defined benefit plan – Gratuity (contd...)

Experience adjustments

Gratuity	As at 31 March 2019	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Present value of DBO	73,932,125	68,609,522	61,753,655	23,755,265	22,738,033
Fair value of plan assets	70,369,438	45,516,978	17,699,329	19,855,340	16,757,095
Funded status [surplus / (deficit)]	(3,562,687)	(23,092,544)	(44,054,326)	3,899,925	(5,980,938)
Experience adj. on plan liabilities	(2,682,818)	4,014,783	27,652,227	(1,825,943)	(281,987)
Experience adj. on plan assets	1,083,384	(389,284)	14,644	110,136	183,001

(iii) Actuarial assumptions for compensated absences

Particulars	31 March 2019	31 March 2018
Discount rate	7.00%	7.30%
Salary escalation	6.00%	6.00%
Attrition rate range over different age brackets	Upto 35 years - 50% Above 35 years - 12%	Upto 35 years - 50% Above 35 years - 12%

36. The Company's operations predominantly relate to one segment, viz., broking and financial services. The entire operations are organised and managed as one organisational unit with same set of risks and returns. Hence, same is considered as on single primary segment. Besides, the Company's operations are located only in India and hence, separate secondary geographical segment information is not disclosed.

37. Leases

Operating lease as a lessee

The Company is obligated under non-cancellable operating leases for its branch office premises. Total rental expenses under such leases amounted to ₹ 68,791,438/- (Previous Year : ₹ 35,275,860/-). Future minimum lease payments due under non-cancellable operating leases are as follows:

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Not later than one year	72,222,635	36,506,684
Later than one year and not later than five years	139,500,962	72,948,312
Later than five years	6,877,885	1,186,204

The Company is also obligated under cancellable operating leases for residential and office space. Total rental expense under cancellable operating leases during the year was ₹ 70,976,832/- (Previous year : ₹ 96,699,405/-).

Notes forming part of the standalone financial statements (contd..)

38. Earnings per share (EPS)

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Basic:		
Net profit for the year attributable to equity shareholders - ₹	293,255,563	674,859,708
Weighted average number of equity shares	238,180,113	236,962,689
Basic earnings per share - ₹	1.23	2.85
Diluted:		
Net profit for the year attributable to equity shareholders - ₹	293,255,563	674,859,708
Weighted average number of equity shares for basic EPS	238,180,113	236,962,689
Add: Effect of ESOPs which are dilutive	2,085,290	4,752,616
Weighted average number of equity shares for diluted EPS	240,265,403	241,715,305
Diluted earnings per share - ₹	1.22	2.79

39. Related party disclosures

(i) Names of related parties and description of relationship with the Company:

Nature of relationship	Name of related party
A. Enterprises where control exists	
Subsidiary companies	Geojit Credits Private Limited Geojit Technologies Private Limited Geojit Investment Services Limited (Refer Note 44) Geojit Financial Management Services Private Limited (Refer Note 44) Geojit Financial Distribution Private Limited (Refer Note 44) Qurum Business Group Geojit Securities LLC Geojit Techloan Private Limited
B. Other related parties with whom the Company had transactions during the year	
Jointly controlled entities	Barjeel Geojit Financial Services LLC (formerly known as Barjeel Geojit Securities LLC) Aloula Geojit Capital Company
Associate entity	BBK Geojit Securities KSC
Entity having significant interest in the company	BNP Paribas SA
Key management persons	Mr. C. J. George, Managing Director Mr. Satish Menon, Wholetime Director (wef 2 August 2018) Mr. A Balakrishnan, Wholetime Director (wef 2 August 2018)

Notes forming part of the standalone financial statements (contd..)

39. Related party disclosures (contd...)

(i) Names of related parties and description of relationship with the Company: (contd...)

B. Other related parties with whom the Company had transactions during the year (contd...)

Relative of key management persons	Mr. Jones George
	Mr. Jyothis Abraham George
	Ms. Shiny George
	Ms. Susan Raju
	Ms. Sally Sampath
	Ms. Subhadra Ramakrishnan
	Ms. Sangeeta Kamath
	Ms. Bindu Balakrishnan
Entity over which relative of key management person has control	Geofin Comtrade Limited
	Geofin Capital Services Limited
Trust under the control of the Company	Geojit Foundation

(ii) Related party transactions

Name of related party	Nature of transaction	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Geojit Credits Private Limited	Loans repaid	15,000,000	22,000,000
	Expenses recovered	152,970	51,285
	Business promotion expenses	6,519,198	-
	Cost recovery for shared services	1,472,553	1,360,145
	Interest received	3,053,036	5,960,492
Geojit Technologies Private Limited	Software services availed	37,141,410	25,884,624
	Miscellaneous expenses - SMS charges	3,646,786	4,969,765
	Software charges - AMC paid	3,000,000	3,000,000
	Rent received	3,476,762	3,297,987
	Loans taken	250,000,000	-
	Loans repaid	250,000,000	-
	Interest paid	59,247	-
	Software purchased	6,220,015	11,736,793
	Cost recovery for shared services	3,514,018	3,365,595
	Expenses recovered	498,344	618,634
	Expenses reimbursed	600,000	600,000
	Dividend received	-	43,125,000
Geojit Investment Services Limited	Expenses recovered	43,813	1,251,689
	Cost recovery for shared services	1,523,261	1,305,855
	Expenses reimbursed	2,522,790	2,278,818

Notes forming part of the standalone financial statements (contd..)

39. Related party disclosures (contd...)

(ii) Related party transactions (contd...)

Name of related party	Nature of transaction	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Qurum Business Group Geojit Securities LLC	Marketing fees paid	6,545,900	11,090,000
Geojit Techloan Private Limited	Investment in shares	500,000	-
	Expenses recovered	36,600	-
Barjeel Geojit Financial Services LLC (formerly known as Barjeel Geojit Securities LLC)	Marketing fees paid	53,028,000	90,719,000
	Expenses recovered	1,015,535	795,391
	Dividend received	27,722,629	19,473,775
Aloula Geojit Capital Company	Expenses recovered	916,359	236,998
BBK Geojit Securities KSC	Marketing fees paid	6,964,900	13,668,000
	Expenses recovered	-	35,464
BNP Paribas SA	Bank charges	-	1,035
	Rent received	-	30,000
	Dividend paid	153,377,918	95,861,199
Mr. C. J. George	Salary and allowances *	18,367,901	24,782,661
	Brokerage income	5,376	-
	Dividend paid	86,626,472	54,099,545
Mr. Satish Menon	Salary and allowances *	6,144,593	-
	Brokerage income	8,799	-
	Depository income	531	-
	Dividend paid	1,271,156	-
Mr. A Balakrishnan	Salary and allowances *	6,082,724	-
	Brokerage income	1,592	-
	Depository income	-	-
	Dividend paid	477,604	-
Mr. Jones George	Salary and allowances *	1,208,434	-
	Portfolio management services income	1,373	-
	Brokerage income	133	-
	Depository income	177	-
	Dividend paid	5,000,000	342,095
Mr. Jyothis Abraham George	Brokerage income	598	-
	Depository income	1,049	-
	Dividend paid	5,000,000	543,750

* The amounts does not include provision for gratuity and compensated absences as the same is determined for the Company as a whole based on an actuarial valuation.

Notes forming part of the standalone financial statements (contd..)

39. Related party disclosures (contd...)

(ii) Related party transactions (contd...)

Name of related party	Nature of transaction	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Ms. Shiny George	Dividend paid	1,500,000	6,297,500
Ms. Susan Raju	Dividend paid	6,000	3,750
Ms. Sally Sampath	Brokerage income	-	352
	Depository income	-	518
	Dividend paid	10,000	6,250
Ms. Subhadra Ramakrishnan	Depository income	531	-
Ms. Sangeeta Kamath	Portfolio management services income	38,799	-
Ms. Bindu Balakrishnan	Brokerage income	20	-
	Depository income	892	-
Geofin Comtrade Limited	Expenses reimbursed	1,912,600	-
	Expenses recovered	-	29,820
	Portfolio management services income	475,849	-
	Cost recovery for shared services	558,868	3,175,521
	Client acquisition	71,633,931	-
	Property, plant and equipment purchased	1,006,159	-
	Rent deposit accepted	100,000	-
	Rent deposit refunded	1,377,550	-
	Rental income	505,541	3,416,613
Geofin Capital Services Limited	Rental income	4,722	55,682
	Commission to business associates	351,073	6,957,812
	Cost recovery for shared services	204	2,404
	Expenses reimbursed	-	665,850
	Security deposit repaid	1,000,000	-
Geojit Foundation	Corporate social responsibility expenses	6,575,994	15,026,103
	Expenses recovered	28,000	10,462
	Training fee paid	-	706,500

Notes forming part of the standalone financial statements (contd..)

39. Related party disclosures (contd...)

(iii) Amount outstanding as at the balance sheet date

Name of related party	Nature of transaction	Receivable / (Payable) as on 31 March 2019 ₹	Receivable / (Payable) as on 31 March 2018 ₹
Geojit Credits Private Limited	Short-term loans and advances - Loans given	27,700,000	42,700,000
	Short-term loans and advances - Other dues	69,100	-
Geojit Technologies Private Limited	Long-term liabilities - Rent deposits	(1,300,000)	(1,300,000)
	Short-term loans and advances - Other dues	2,102,600	-
Qurum Business Group Geojit Securities LLC	Trade payables - Marketing fee	(3,244,000)	(2,604,000)
Barjeel Geojit Securities LLC	Trade payables - Marketing fee	(23,109,727)	(46,812,431)
Aloula Geojit Capital Company	Short-term loans and advances	1,081,303	-
BBK Geojit Securities KSC	Trade payables - Marketing fee	(1,527,399)	(2,866,650)
BNP Paribas SA	Balances with banks in current accounts	1,065,318	6,796,442
Mr. C. J. George	Accrued salaries and benefits	(3,295,000)	(15,581,000)
Mr. Satish Menon	Accrued salaries and benefits	(2,161,000)	-
Mr. A Balakrishnan	Accrued salaries and benefits	(2,161,000)	-
Mr. Jones George	Other current liabilities - PMS balance	(1,782,262)	-
Ms. Sangeeta Kamath	Other current liabilities - PMS balance	(120,264)	-
Geofin Comtrade Limited	Short-term loans and advances	-	863,749
	Trade payables - Others	(414,362)	(1,000)
	Other current liabilities - PMS balance	(3,959,448)	-
	Long-term liabilities - Rent deposits	(100,000)	(1,377,550)
Geofin Capital Services Limited	Long-term liabilities - Security deposits	-	(1,000,000)
	Short-term loans and advances	-	5,812
	Long-term liabilities - Rent deposits	(22,450)	(22,450)
	Trade payables - Commission payable	(198,019)	(385,336)
Geojit Foundation	Other current liabilities - Training fee	-	(763,020)

Notes forming part of the standalone financial statements (contd..)

40. Employee Stock Option Plans:

(A) Details of options granted are as follows:

Particulars	ESOP 2010 – Tranche II	ESOP 2010 – Tranche III	ESOP 2010 – Tranche IV	ESOP 2016 – Grant 1	ESOP 2016 – Grant 2	ESOP 2016 – Grant 3	ESOP 2016 – Grant 4
Date of grant	11 July 2012	21 May 2013	27 June 2014	4 August 2016	2 September 2017	23 January 2018	20 March 2018
Date of Nomination and Remuneration Committee approval	12 April 2010	12 April 2010	12 April 2010	4 August 2016	2 September 2017	23 January 2018	20 March 2018
Date of shareholder approval	12 July 2010	12 July 2010	12 July 2010	4 August 2016	4 August 2016	4 August 2016	4 August 2016
Eligible employees	All	All	All	All	All	All	All
Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled
No. of equity shares for each option	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share
No. of options granted	2,799,885	2,799,991	2,799,999	8,079,340	1,197,312	2,582	23,674
Exercise price	₹20.55	₹23.95	₹41.45	₹41.60	₹117.40	₹117.35	₹101.25
Discount granted	No discount	No discount	No discount	No discount	No discount	No discount	No discount
Vesting period and manner of vesting	Immediate vesting on 2nd anniversary from grant date	Immediate vesting on 2nd anniversary from grant date	Immediate vesting on 2nd anniversary from grant date	In a graded manner over 4 years commencing from 01 October 2017	In a graded manner over 3 years commencing from 01 October 2018	In a graded manner over 3 years commencing from 01 April 2019	In a graded manner over 3 years commencing from 01 April 2019
Vesting condition	Continuation in the services of the Company and such other conditions as may be formulated by the Nomination and Remuneration Committee from time to time						
Exercise period	3 years from vesting date	3 years from vesting date	3 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date
No. of options outstanding at the beginning of the year	- (352,375)	254,514 (995,792)	847,863 (2,123,948)	6,732,660 (7,390,580)	1,095,795 (-)	2,582 (-)	23,674 (-)
Add: No. of options granted during the year	- (-)	- (-)	- (-)	- (-)	- (1,197,312)	- (2,582)	- (23,674)
Less: No. of options forfeited on resignation / lapsed due to non-exercise during the year	- (33,600)	27,964 (-1,110)	19,913 (37,180)	1,143,650 (657,920)	187,154 (101,517)	1,097 (-)	11,974 (-)
Less: No. of options exercised during the year	- (318,775)	226,550 (742,388)	171,922 (1,238,905)	19,596 (-)	- (-)	- (-)	- (-)
No. of options outstanding at the end of the year	- (-)	- (254,514)	656,028 (847,863)	5,569,414 (6,732,660)	908,641 (1,095,795)	1,485 (2,582)	11,700 (23,674)
No. of options vested during the year	- (-)	- (-)	- (-)	219,684 (183,717)	3,691 (1,593)	- (-)	- (-)
No. of options exercisable at year end	- (-)	- (254,514)	656,028 (847,863)	339,283 (171,819)	1,717 (-)	- (-)	- (-)
No. of options available for grant at year end	- (-)	- (-)	- (-)	702,718 (1,545,289)	- (-)	- (-)	- (-)
Weighted average remaining contractual life of options outstanding at year end	- (-)	- (-)	- (1 year)	3.2 years (4.2 years)	2.5 years (3.5 years)	2.3 years (3.3 years)	2.2 years (3.2 years)

Note: Previous year figures are given in brackets.

Notes forming part of the standalone financial statements (contd..)

40. Employee Stock Option Plans: (contd...)

(A) Details of options granted are as follows:

Particulars	ESOP 2016 - Grant 5	ESOP 2016 - Grant 6	ESOP 2016 - Grant 7	ESOP 2017 Tranche 1	ESOP 2017 Special	ESOP 2017 Tranche 2
Date of grant	23 April 2018	6 December 2018	26 March 2019	23 January 2018	16 May 2018	26 March 2019
Date of Nomination and Remuneration Committee approval	23 April 2018	6 December 2018	26 March 2019	23 January 2018	16 May 2018	26 March 2019
Date of shareholder approval	4 August 2016	4 August 2016	4 August 2016	22 November 2017	22 November 2017	22 November 2017
Eligible employees	All	All	All	All	Specified employees	All
Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled
No. of equity shares for each option	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share
No. of options granted	261,250	749,660	1,278,698	1,073,780	400,000	1,072,516
Exercise price	₹101.15	₹44.10	₹39.75	₹117.35	₹98.20	₹39.75
Discount granted	No discount	No discount	No discount	No discount	No discount	No discount
Vesting period and manner of vesting	Immediate vesting on 01 May 2019	In a graded manner over 2 years commencing from 01 April 2020	In a graded manner over 2 years commencing from 01 April 2020	Immediate vesting on 01 February 2019	Immediate vesting on 01 June 2019	Immediate vesting on 01 April 2020
Vesting condition	Continuation in the services of the Company and such other conditions as may be formulated by the Nomination and Remuneration Committee from time to time					
Exercise period	3 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date	3 years from vesting date	3 years from vesting date	3 years from vesting date
No. of options outstanding at the beginning of the year	- (-)	- (-)	- (-)	1,051,995 (-)	- (-)	- (-)
Add: No. of options granted during the year	261,250 (-)	749,660 (-)	1,278,698 (-)	- (1,073,780)	400,000 (-)	1,072,516 (-)
Less: No. of options forfeited on resignation / lapsed due to non-exercise during the year	36,679 (-)	46,887 (-)	- (-)	191,296 (21,785)	- (-)	1,922 (-)
Less: No. of options exercised during the year	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
No. of options outstanding at the end of the year	224,571 (-)	702,773 (-)	1,278,698 (-)	860,699 (1,051,995)	400,000 (-)	1,070,594 (-)
No. of options vested during the year	- (-)	- (-)	- (-)	873,553 (-)	- (-)	- (-)
No. of options exercisable at year end	- (-)	- (-)	- (-)	860,699 (-)	- (-)	- (-)
No. of options available for grant at year end	- (-)	- (-)	- (-)	2,379,595 (3,658,893)	- (-)	- (-)
Weighted average remaining contractual life of options outstanding at year end	2.5 years (-)	3.1 years (-)	2.7 years (-)	1.5 years (2.5 years)	2.5 years (-)	2.5 years (-)

Note: Previous year figures are given in brackets.

Notes forming part of the standalone financial statements (contd..)

40. Employee Stock Option Plans: (contd...)

(B) Accounting of employee share based compensation cost:

The Company has adopted 'intrinsic value method' for accounting employee share based compensation cost. Under the intrinsic value method, the difference between market price of the share on the date prior to grant date and the exercise price is considered as intrinsic value of options and expensed on straight-line basis over the vesting period as employee share based compensation cost. The details of costs accounted under the Employee Stock Option Plans are as follows:

Plan	ESOP 2010 – Tranche II	ESOP 2010 – Tranche III	ESOP 2010 – Tranche IV	ESOP 2016 – Grant 1	ESOP 2016 – Grant 2	ESOP 2016 – Grant 3	ESOP 2016 – Grant 4
Cumulative intrinsic value of the options granted net of expected forfeiture (₹)	-	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Expected forfeiture rate per annum	10%	10%	10%	10%	10%	10%	10%
	(10%)	(10%)	(10%)	(10%)	(10%)	(10%)	(10%)
Amount expensed during the year under intrinsic value method (₹)	-	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Additional charge under fair value method of accounting cost (₹)	-	-	-	-26,856,525	-6,087,761	-3,328	20,915
	(-)	(-)	(-)	(17,586,275)	(8,463,966)	(7,178)	(10,076)

Plan	ESOP 2016 – Grant 5	ESOP 2016 – Grant 6	ESOP 2016 – Grant 7	ESOP 2017 Tranche 1	ESOP 2017 Special	ESOP 2017 Tranche 2
Cumulative intrinsic value of the options granted net of expected forfeiture (₹)	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Expected forfeiture rate per annum	10%	10%	10%	10%	10%	10%
	(-)	(-)	(-)	(10%)	(-)	(-)
Amount expensed during the year under intrinsic value method (₹)	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Additional charge under fair value method of accounting cost (₹)	5,630,006	(241,788)	(34,566)	23,665,980	5,338,005	138,790
	(-)	(-)	(-)	(5,833,905)	(-)	(-)

Note: Previous year figures are given in brackets.

(C) Details of fair value method of accounting for employee compensation cost using Black-Scholes options pricing model are as follows:

Plan	ESOP 2010 – Tranche II	ESOP 2010 – Tranche III	ESOP 2010 – Tranche IV	ESOP 2016 – Grant 1	ESOP 2016 – Grant 2	ESOP 2016 – Grant 3	ESOP 2016 – Grant 4
Weighted average fair value per option (₹)	4.71	5.70	16.64	13.45	37.48	38.37	33.57
Market price relevant for grant (₹)	20.55	23.95	41.45	41.60	117.40	117.35	101.25
Weighted average share price as on the date of exercise during the year (₹)	NA	16 May 18 – 99.60 02 Aug 18 – 81.45	16 May 18 – 99.60 02 Aug 18 – 81.45 24 Oct 18 – 41.75 17 Jan 19 – 45.05 26 Mar 19 – 39.90	02 Aug 18 – 81.45 24 Oct 18 – 41.75 17 Jan 19 – 45.05	NA	NA	NA
Expected annual volatility of shares	39%	42%	66%	35%	37%	39%	40%
Expected dividend yield	4.04%	4.59%	0.46%	2.00%	1.20%	1.20%	1.20%
Risk free interest rate	8.00%	8.00%	8.00%	6.70% - 6.90%	6.10% - 6.30%	6.70% - 6.90%	6.80% - 7.00%
Expected life (in years)	2.0	2.0	2.0	2.7 - 5.7	2.6 - 4.6	2.7 - 4.2	2.5 - 4.0

Notes forming part of the standalone financial statements (contd..)

40. Employee Stock Option Plans: (contd...)

Plan	ESOP 2016 - Grant 5	ESOP 2016 - Grant 6	ESOP 2016 - Grant 7	ESOP 2017 Tranche 1	ESOP 2017 Special	ESOP 2017 Tranche 2
Weighted average fair value per option (₹)	27.58	12.67	11.15	33.77	27.03	10.74
Market price relevant for grant (₹)	101.15	44.10	39.75	117.35	98.20	39.75
Weighted average share price as on the date of exercise during the year (₹)	NA	NA	NA	NA	NA	NA
Expected annual volatility of shares	39%	37%	39%	39%	39%	39%
Expected dividend yield	2.20%	2.20%	2.20%	1.20%	2.20%	2.20%
Risk free interest rate	7.00%	6.90% - 7.00%	6.50% - 6.60%	6.70%	7.20%	6.50%
Expected life (in years)	2.5	2.8 - 3.3	2.5 - 3.0	2.5	2.5	2.5

Annualised volatility is computed using the high and low market price of the Company's share over the one year period prior to the date of grant. It is assumed that employees would exercise the options immediately on vesting. The historical volatility of the Company's share price is higher than the volatility considered above. However, the Company expects the volatility of its share price to reduce as it matures.

- (D) The impact on basic and diluted earnings per share for the year, had the Company followed fair value method of accounting for employee share based compensation cost is as follows:

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Profit for the year (as reported)	293,255,563	674,859,708
Add: Expense on employee stock option plans under intrinsic value method	-	-
Less: Expense on employee stock option plans under fair value method	2,122,436	31,901,400
Profit for the year (proforma)	291,133,127	642,958,308
Basic earnings per share (as reported)	1.23	2.85
Basic earnings per share (proforma)	1.22	2.71
Diluted earnings per share (as reported)	1.22	2.79
Diluted earnings per share (proforma)	1.21	2.66

41. Details of Company's interest in joint ventures

Name of jointly controlled entity and country of incorporation	% of shareholding interest	
	31 March 2019	31 March 2018
Barjeel Geojit Financial Services LLC (Formerly known as Barjeel Geojit Securities LLC), United Arab Emirates ('Barjeel')	30%	30%
Aloula Geojit Capital Company, Saudi Arabia ('Aloula')	28%	28%

Particulars	Barjeel (Unaudited)		Aloula (Unaudited)	
	31 March 2019 ₹	31 March 2018 ₹	31 March 2019 ₹	31 March 2018 ₹
Assets	99,957,534	111,084,917	202,161,544	190,693,517
Liabilities	22,234,901	29,254,824	57,208,033	14,835,909
Income	86,994,587	101,839,892	14,038,545	23,543,853
Expenditure	67,662,394	73,333,283	55,124,897	41,105,039
Contingent liabilities	7,009,478	6,606,464	-	-

Notes forming part of the standalone financial statements (contd..)

42. Details of assets under the portfolio management scheme are as follows:

Particulars	As at 31 March 2019	As at 31 March 2018
Number of clients	656	520
Original cost of assets under management – ₹	1,662,255,835	740,696,027
Represented by:		
(a) Bank balance – ₹	80,068,301	46,031,024
(b) Cost of portfolio holdings – ₹	1,582,187,534	694,665,003
Total	1,662,255,835	740,696,027
Net asset value of portfolio under management – ₹	1,945,872,466	1,508,005,485

43. Corporate social responsibility expenses

- (a) Gross amount required to be spent by the Company during the year: ₹ 15,506,436/- (Previous year: ₹ 15,264,821/-)
- (b) Amount spent during the year on:

Activity	Paid in cash	Yet to be paid in cash	Total
	₹	₹	₹
(i) Construction / acquisition of any asset	-	-	-
	-	-	-
(ii) On purposes other than (i) above	16,808,705	-	16,808,705
	15,264,821	-	15,264,821

Note: Figures in italics relate to the previous year.

44. During the year ended 31 March 2019, the National Company Law Tribunal has approved the scheme of amalgamation in the nature of merger of Geojit Financial Management Services Private Limited - GFMSPL (subsidiary) and Geojit Financial Distribution Private Limited - GFDPL (step down subsidiary) with the Geojit Investment Services Limited - GISL (subsidiary), with effect from 1 April 2015 and the certified copies of the said orders were duly filed with the Registrar of Companies on 29 August 2018, the effective date of the Scheme. The amalgamation has been accounted for under the pooling of interest method as prescribed by the Accounting Standard (AS 14 - Accounting for Amalgamations) issued by The Institute of Chartered Accountants of India. Accordingly, the assets, liabilities and reserves of erstwhile GFMSPL and GFDPL have been taken over at their books values by GISL.

45. Subsequent events

Dividends

On 30 May 2019, the Board of Directors of the Company have proposed a final dividend of ₹ 1/- per share in respect of the year ended 31 March 2019 subject to the approval of shareholders at the Annual General Meeting.

46. Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

As per our report of even date attached
for **BSR & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/W-100024

N Sampath Ganesh

Partner
Membership No.: 042554

Place : Mumbai
Date : 30 May 2019

for and on behalf of the Board of Directors of
Geojit Financial Services Limited
(Formerly known as Geojit BNP Paribas Financial Services Limited)
CIN : L67120KL1994PLC008403

R. Bupathy

Chairman
DIN : 00022911
Sanjeev Kumar Rajan
Chief Financial Officer
Place : Kochi
Date : 30 May 2019

C.J. George

Managing Director
DIN : 00003132
Liju K. Johnson
Company Secretary

Independent Auditors' Report

To the Members of Geojit Financial Services Limited Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Geojit Financial Services Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate and jointly controlled entities, which comprise the consolidated balance sheet as at 31 March 2019, the consolidated statement of profit and loss and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, an associate and jointly controlled entities as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and jointly controlled entities as at 31 March 2019, of its consolidated profit and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

Key audit matter	How the matter was addressed in our audit
Revenue Recognition & note See note 2.8 to the consolidated financial statements	
The principal services offered by the Company includes broking for equities and commodities, financial products distribution and depository services amongst others. Brokerage revenue is recognised on trade date upon exchange confirmations and income from depository services and financial products distribution are recognised based on agreements with clients and when the right to receive income is established. We identified revenue recognition as a key audit matter because there is a risk of revenue considering the judgements involved in the revenue recognition for services including financial products distribution and depository services.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: 1. We assessed the appropriateness of the revenue recognition accounting policies, by comparing with applicable accounting standards. 2. We evaluated the design of controls and operating effectiveness of the relevant controls with respect to revenue recognition and accounting for sales incentive arrangements on selected transactions. 3. We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents. 4. We carried out analytical procedures on revenue recognised during the year to identify unusual variances. 5. We performed confirmation procedures on trade receivable balances at the balance sheet date on a sample basis. 6. We tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate financial period.

Independent Auditors' Report (contd...)**Key Audit Matters (contd...)**

Key audit matter	How the matter was addressed in our audit
Information Technology	
IT systems and controls The Company's key financial accounting and reporting processes are highly dependent on the information systems including automated controls implemented in the Information Technology (IT) systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records, being materially misstated. We have identified 'IT systems and controls' as Key audit matter, since for the primary business (broking income), the Company relies on automated processes and controls for recording of income.	We have focused on General IT controls i.e. access management, change management and computer operations control and IT application controls on specific system generated reports and system/application processing over key financial accounting, reporting systems and control systems, for recording of income. Our audit procedures to assess the effectiveness of IT system included the following: • Performed walkthroughs to evaluate the design and implementation of key automated controls. Involved our IT specialist to test the effectiveness of identified key IT automated controls and IT systems. IT specialist tested relevant key controls operating over IT in relation to financial accounting and reporting systems, including general controls i.e. system access and system change management and computer operations. • IT specialists tested design and operating effectiveness of key controls over user access management which includes granting access right, new user creation, removal of user rights and other preventive controls. • For a selected group of key controls over financial and reporting system, IT specialists independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process. • Other areas that were independently assessed included password policies, security configurations, system generated reports and system interface controls. • Evaluating the design, implementation and operating effectiveness of identified significant accounts related IT automated controls which are relevant for accuracy of system calculation, and consistency of data transmission.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and consolidated cash flows of the Group including its associate and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting

Independent Auditors' Report (contd...)

Other Information (contd...)

policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group and of its associate and jointly controlled entities are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entities is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (company and subsidiaries) as well as associate and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associate and jointly controlled entities to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

Independent Auditors' Report (contd...)**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (contd...)**

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements / financial information of four subsidiaries, whose financial statements / financial information reflect total assets of ₹19,059.57 lakhs as at 31 March 2019, total revenues of ₹3,099.35 lakhs for the year ended 31 March 2019 and net cash inflows amounting to ₹3,081.29 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the audit reports of the other auditors.
- (b) The financial statements / financial information of one subsidiary and two jointly controlled entities, whose financial statements / financial information reflect total assets of ₹3,245.30 lakhs as at 31 March 2019, total revenues of ₹1,230.32 lakhs and net cash outflows amounting to ₹2.97 lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net loss of ₹6.01 lakhs for the year ended 31 March 2019, as considered in the consolidated financial statements, in respect of one associate, whose financial statements / financial information have not been audited by us or by other auditors. These unaudited financial statements/financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associate, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, jointly controlled entities and associate, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

Independent Auditors' Report (contd...)

Report on Other Legal and Regulatory Requirements (contd...)

- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group, its associate and jointly controlled entities. Refer Note 27 to the consolidated financial statements.
- ii. The Group, its associate and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2019.
- iii. The following are the instances of delay in transferring amounts, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2019:

Due date	Date of payment	Delays in days	Amount involved (in ₹)
17 September 2018	4 October 2018	17	992,848

- iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019.
- C. With respect to the matter to be included in the Auditor's report under section 197(16):
- In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies incorporated in India is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/ W-100024

N Sampath Ganesh

Partner

Membership No: 042554

Mumbai

30 May 2019

Annexure A to the Independent Auditors' report**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph A.(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of Geojit Financial Services Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are

Independent Auditors' Report (contd...)

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements (contd...)

recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 4 subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

for **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/ W-100024

N Sampath Ganesh

Partner

Membership No: 042554

Mumbai

30 May 2019

Consolidated balance sheet

as at 31 March 2019

	Note	As at 31 March 2019 ₹	As at 31 March 2018 ₹
A. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	3	238,295,401	237,869,523
(b) Reserves and surplus	4	5,142,964,265	5,335,996,468
		5,381,259,666	5,573,865,991
2. Share application money pending allotment	26	-	220,300
3. Minority interests		597,142,911	549,528,769
4. Capital reserve on consolidation		5,026,103	4,017,702
5. Non-current liabilities			
(a) Long-term liabilities	5	12,606,708	15,583,299
(b) Long-term provisions	6	22,913,107	46,143,945
		35,519,815	61,727,244
6. Current liabilities			
(a) Trade payables	7		
Total outstanding dues of micro enterprises and small enterprises		2,742,493	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		156,746,430	137,372,145
(b) Other current liabilities	8	2,841,715,445	2,182,371,154
(c) Short-term provisions	9	10,055,050	10,687,997
		3,011,259,418	2,330,431,296
TOTAL		9,030,207,913	8,519,791,302
B. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment			
Tangible assets	10A	557,912,951	518,910,826
Intangible assets	10B	138,910,894	76,658,289
		696,823,845	595,569,115
(b) Non-current investments	11	13,084,705	24,618,220
(c) Deferred tax assets (net)	12	51,487,180	48,480,700
(d) Long-term loans and advances	13	1,187,508,393	1,465,740,816
(e) Other non-current assets	14	29,937,082	14,295,511
		1,978,841,205	2,148,704,362
2. Current assets			
(a) Current investments	15	861,189,943	1,833,784,855
(b) Trade receivables	16	1,351,004,668	1,367,422,275
(c) Cash and bank balances	17	3,382,545,036	2,605,817,999
(d) Short-term loans and advances	18	672,724,478	319,966,648
(e) Other current assets	19	783,902,583	244,095,163
		7,051,366,708	6,371,086,940
TOTAL		9,030,207,913	8,519,791,302

Significant accounting policies 2

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

for **BSR & Associates LLP**

Chartered Accountants

Firm registration number: 116231W/W-100024

N Sampath Ganesh

Partner

Membership No.: 042554

Place : Mumbai

Date : 30 May 2019

for and on behalf of the Board of Directors of

Geojit Financial Services Limited

(Formerly known as Geojit BNP Paribas Financial Services Limited)

CIN : L67120KL1994PLC008403

R. Bupathy

Chairman

DIN : 00022911

Sanjeev Kumar Rajan

Chief Financial Officer

Place : Kochi

Date : 30 May 2019

C.J. George

Managing Director

DIN : 00003132

Liju K. Johnson

Company Secretary

Consolidated statement of profit and loss

for the year ended 31 March 2019

	Note	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
1. Revenue			
(a) Revenue from operations	20	2,876,703,169	3,341,945,395
(b) Other income	21	305,433,699	337,575,721
Total revenue		3,182,136,868	3,679,521,116
2. Expenses			
(a) Operating expenses	22	512,744,832	657,997,220
(b) Employee benefits expense	23	1,171,276,993	1,111,666,363
(c) Finance costs	24	7,220,233	7,334,114
(d) Depreciation and amortisation	10	150,113,558	142,480,994
(e) Other expenses	25	655,379,606	607,927,877
Total expenses		2,496,735,222	2,527,406,568
3. Profit before tax (1-2)		685,401,646	1,152,114,548
4. Tax expense:			
(a) Current tax		243,444,300	396,433,510
(b) (Less): MAT credit		(12,363,540)	(5,041,470)
(c) Current tax for earlier years		55,651,376	(326,908)
(d) Deferred tax		(3,006,480)	(15,074,200)
Total tax expense		283,725,656	375,990,932
5. Profit after tax before share of profit of associates and minority interest (3-4)		401,675,990	776,123,616
6. Share of profit / (loss) in an associate		(600,581)	1,127,805
7. Profit after tax before share of profit attributable to minority interest (5+6)		401,075,409	777,251,421
8. Less: Share of profit attributable to minority interest		46,497,634	44,888,626
9. Profit for the year attributable to shareholders of the company (7-8)		354,577,775	732,362,795
10. Earnings per share (face value of ₹ 1/- each):	33		
(a) Basic		1.49	3.09
(b) Diluted		1.48	3.03
Significant accounting policies	2		

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached
 for **BSR & Associates LLP**
 Chartered Accountants
 Firm registration number: 116231W/W-100024

N Sampath Ganesh
 Partner
 Membership No.: 042554

Place : Mumbai
 Date : 30 May 2019

for and on behalf of the Board of Directors of
Geojit Financial Services Limited
 (Formerly known as Geojit BNP Paribas Financial Services Limited)
 CIN : L67120KL1994PLC008403

R. Bupathy
 Chairman
 DIN : 00022911
Sanjeev Kumar Rajan
 Chief Financial Officer
 Place : Kochi
 Date : 30 May 2019

C.J. George
 Managing Director
 DIN : 00003132
Liju K. Johnson
 Company Secretary

Consolidated cash flow statement

for the year ended 31 March 2019

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	685,401,646	1,152,114,548
<i>Adjustments for:</i>		
Depreciation and amortisation	150,113,558	142,480,994
(Profit) / loss on sale of property, plant and equipment	(2,098,690)	(2,014,794)
Finance costs	7,220,233	7,334,114
Interest income on fixed deposits	(138,864,085)	(100,805,393)
Dividend income	-	(159,600)
Net gain on sale of current investments - mutual funds	(93,912,293)	(115,675,456)
Net gain on sale of non-current investments	-	(4,387,684)
Provision for doubtful debts / (written back) (net)	(4,309,728)	(166,617)
Bad debts written off	-	540,461
Liabilities no longer payable written back	(588,360)	(5,889,044)
	(73,819,909)	(78,743,019)
Operating profit before working capital changes	611,581,737	1,073,371,529
Changes in working capital:		
Adjustments for (increase) / decrease in:		
Trade receivables	10,184,115	91,144,176
Loans and advances	(106,632,051)	(360,145,511)
Other current assets	(532,248,743)	246,507,943
	(628,696,679)	(22,493,392)
Adjustments for increase / (decrease) in:		
Trade payables	22,116,778	32,968,704
Other current liabilities	643,679,918	(78,086,545)
Long-term liabilities	(2,976,591)	1,458,259
Short-term and long-term provisions	(21,731,427)	(20,402,773)
	641,088,678	(64,062,355)
Cash generated from operations	623,973,736	986,815,782
Income tax paid (net)	(244,772,854)	(398,392,918)
Net cash flow from operating activities (A)	379,200,882	588,422,864
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including capital advances	(254,746,871)	(146,747,546)
Proceeds from sale of property, plant and equipment	11,010,090	4,779,500
Proceeds from sale of non-current investments	10,932,934	9,175,434
Investment in mutual funds	(13,751,322,958)	(32,294,407,205)
Proceeds from disposal of mutual funds	14,817,830,163	32,195,326,107
Purchase of non-current investments	-	-
(Increase) / decrease in earmarked fixed deposits with banks	(315,373,714)	40,147,502
(Increase) / decrease in unpaid dividend bank accounts	(1,561,257)	(226,755)
Interest received on fixed deposits	130,557,201	104,844,157
Dividend from non-trade, long term investments	-	159,600
Net cash flow from / (used in) investing activities (B)	647,325,588	(86,949,206)

Consolidated cash flow statement

for the year ended 31 March 2019

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from / (repayment of) short term borrowings	-	(55,000,000)
Finance costs paid	(7,220,233)	(7,334,114)
Proceeds from the issue of shares	13,367,232	75,484,887
Share application money received pending allotment	-	220,300
Dividends paid	(474,617,497)	(318,151,878)
Tax on dividend paid	(97,879,943)	(64,814,398)
Net cash flow (used in) financing activities (C)	(566,350,441)	(369,595,203)
Net increase in cash and cash equivalents (A+B+C)	460,176,029	131,878,455
Add: Cash and cash equivalents at the beginning of the year	1,204,575,538	1,071,684,871
Add: Foreign currency translation adjustments	14,509,401	1,012,212
Cash and cash equivalents at the end of the year	1,679,260,968	1,204,575,538
Reconciliation of cash and cash equivalents with consolidated balance sheet:		
Cash and bank balances as per consolidated balance sheet (Refer note 17)	3,382,545,036	2,605,817,999
Less: Unpaid dividend accounts not considered as 'Cash and cash equivalents', as defined in AS 3 Cash flow statements (Refer note 17)	(9,326,656)	(7,765,399)
Less: Earmarked deposits with banks not considered as 'Cash and cash equivalents', as defined in AS 3 cash flow statements (Refer note 17)	(1,693,957,412)	(1,393,477,062)
Cash and cash equivalents at the end of the year (Refer note 17) *	1,679,260,968	1,204,575,538
* Comprises:		
(a) Cash on hand	1,264,700	1,364,651
(b) Balances with banks		
Current accounts:		
Clients	1,062,394,139	930,477,342
Others	52,470,852	71,007,833
Deposit accounts	510,211,180	152,800,389
(c) Share in jointly controlled entities	52,920,097	48,925,323
	1,679,260,968	1,204,575,538

Significant accounting policies (Refer note 2)

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached
 for **BSR & Associates LLP**
 Chartered Accountants
 Firm registration number: 116231W/W-100024

N Sampath Ganesh
 Partner
 Membership No.: 042554

Place : Mumbai
 Date : 30 May 2019

for and on behalf of the Board of Directors of
Geojit Financial Services Limited
 (Formerly known as Geojit BNP Paribas Financial Services Limited)
 CIN : L67120KL1994PLC008403

R. Bupathy
 Chairman
 DIN : 00022911
Sanjeev Kumar Rajan
 Chief Financial Officer
 Place : Kochi
 Date : 30 May 2019

C.J. George
 Managing Director
 DIN : 00003132
Liju K. Johnson
 Company Secretary

Notes forming part of the consolidated financial statements

1. Background

Geojit Financial Services Limited (*Formerly known as Geojit BNP Paribas Financial Services Limited*) ('the Company') had its origin in the year 1987 as partnership firm of Mr. C.J. George and his associates. In the year 1994, the firm was converted into a Company with the objective of providing technically superior trading platform for the investor community in Kerala. Over the years, the Company has spread its operations across the country through branch and franchisee network. In 2007, BNP Paribas SA became a major shareholder in the Company. The shares of the Company are listed on National Stock Exchange and Bombay Stock Exchange. The Company, its subsidiaries and jointly controlled entities, located within and outside India, hereinafter referred to as the 'Group', offers complete spectrum of financial services including online broking for equities, commodities, derivatives and currency futures, custody accounts, financial products distribution, portfolio management services, margin funding, etc. The Group's operations outside the country are located in Oman, Kuwait, UAE and Saudi Arabia.

2. Basis of Consolidation and Significant Accounting Policies

2.1 Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of the Company, its subsidiaries and jointly controlled entities (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). The consolidated financial statements have been prepared on accrual basis under the historical cost convention and using the going concern basis of accounting as assessed by the management. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

2.2 Principles of consolidation

The consolidated financial statements relate to Geojit Financial Services Limited (the 'Company'), its subsidiary companies, jointly controlled entities and the Group's share of profit / loss in its associate. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements / financial information of the subsidiary companies, jointly controlled entities and associate used in the consolidation are drawn upto the same reporting date as that of the Company, i.e., 31 March 2018.
- (ii) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered, as per AS 21 'Consolidated financial statements'.
- (iii) The consolidated financial statements include the share of profit / loss of an associate entity which has been accounted for using 'equity method' as per AS 23 'Accounting for investments in associates in consolidated financial statements'. Accordingly, the share of profit/ loss of the associate entity (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investment.
- (iv) Share of profit / loss, assets and liabilities in the jointly controlled entities, which are not subsidiaries, have been consolidated on a proportionate basis by considering the book values of like items of assets, liabilities, incomes and expenses to the extent of the Group's equity interest in such entity as per AS 27 'Financial reporting of interests in joint ventures'. The intra-group balances, intra-group transactions and unrealised profits or losses have been eliminated to the extent of the Group's share in the entity.
- (v) The excess of cost to the Group of its investments in the subsidiary companies / jointly controlled entities over its share of equity of the subsidiary companies / jointly controlled entities, at the dates on which the investments in the subsidiary companies / jointly controlled entities were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies / jointly controlled entities as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital reserve' and shown separately in the consolidated financial statements. The 'Goodwill' / 'Capital reserve' is determined separately for each subsidiary company / jointly controlled entity and such amounts are not set off between different entities.

Notes forming part of the consolidated financial statements (contd..)

2.2 Principles of consolidation (contd...)

(vi) Minority interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against

the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

(vii) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the consolidated financial statements as Goodwill or Capital reserve, as the case may be.

(viii) Goodwill arising on consolidation is not amortised, but tested for impairment.

(ix) Following subsidiary companies, associate and jointly controlled entities have been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of incorporation	Ownership held by	% of holding and voting power either directly or indirectly through subsidiary as at	
				31 March 2019	31 March 2018
Geojit Investment Services Limited*	Subsidiary company	India	Geojit Financial Services Limited	100%	100%
Geojit Technologies Private Limited	Subsidiary company	India	Geojit Financial Services Limited	65%	65%
Geojit Techloan Private Limited	Subsidiary company	India	Geojit Financial Services Limited	100%	-
Geojit Credits Private Limited	Subsidiary company	India	Geojit Financial Services Limited	67.75%	67.75%
			Geojit Investment Services Limited	26.38%	-
			Geojit Financial Management Services Private Limited	-	26.38%
Geojit Financial Management Services Private Limited*	Subsidiary company	India	Geojit Financial Services Limited	-	100%
Geojit Financial Distribution Private Limited*	Subsidiary company	India	Geojit Investment Services Limited	-	100%
Qurum Business Group Geojit Securities LLC	Subsidiary company	Oman	Geojit Financial Services Limited	51%	51%
Barjeel Geojit Financial Services LLC (Formerly known as Barjeel Geojit Securities LLC)	Jointly controlled entity	United Arab Emirates	Geojit Financial Services Limited	30%	30%
Aloula Geojit Capital Company	Jointly controlled entity	Saudi Arabia	Geojit Financial Services Limited	28%	28%
BBK Geojit Securities KSC	Associate	Kuwait	Geojit Financial Services Limited	30%	30%

* Refer Note 39

(x) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

Notes forming part of the consolidated financial statements (contd..)

2.3 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Cash and cash equivalents (for purposes of cash flow statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition) highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.6 Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of property, plant and equipment and intangible assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Property, plant and equipment acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.7 Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, less its estimated residual value.

Depreciation on property, plant and equipment of the Company and its Indian subsidiaries has been provided under the straight-line method as per the useful life as estimated by the management.

Management estimates the useful life for the tangible assets as under:

Class of assets	Useful life
Buildings *	40 years
Furniture and fixtures	10 years
Furniture and fixtures in leasehold premises *	5 years
Computers and accessories	3 years
Computers and accessories - Data centre equipments *	5 years
Office equipments	5 years
Electrical equipments *	5 years
Vehicles *	5 years
Plant and machinery	15 years

* For these class of assets, the Company and its Indian subsidiaries has assessed the useful life based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Notes forming part of the consolidated financial statements (contd..)

2.7 Depreciation and amortisation (contd...)

Improvements to leasehold premises are amortised over the lease term or useful lives of the assets, whichever is lower. If the premises are vacated before the expiry of above term, the un-amortised costs are fully written off in the year of vacation.

Intangible assets are amortised under straight-line method over the estimated useful life of 5 years. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

Depreciation on the property, plant and equipment of the Company's foreign subsidiary, jointly controlled entities and associate has been provided under the straight-line method as per the estimated useful life of such assets as follows:

Class of assets	Useful life
Furniture, fixtures and Electrical fittings	4 to 10 years
Leasehold improvements	10 years
Office equipments	4 to 6.67 years
Computers	3 to 8 years
Vehicles	4 years
Computer software	3 years
License fees	5 years

2.8 Revenue recognition

Brokerage income is recognized on the trade date of transaction upon confirmation of the transaction by the stock exchange. Income from depository services, penal charges and portfolio management services are recognised on the basis of agreements entered into with clients and when the right to receive the income is established. Commission income from financial products distribution is recognised on the basis of agreements entered into with principals and when the right to receive the income is established. Interest income from margin funding business is recognised on loans given to clients on time proportion basis. Software development revenue is recognised on completion of different stages of software development and acceptance by clients. Revenue from annual maintenance contracts are recognised on time proportion basis. Commission income from insurance business is recognised on completion of policy formalities in all aspects based on intimation from the principal.

2.9 Other income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive the income is established. Cost recovery for shared services are recognised based on agreements entered into with the parties.

2.10 Foreign currency transactions and translations

Initial recognition

Company: Transactions in foreign currencies are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Net investment in non-integral foreign operations: Net investment in non-integral foreign operations is accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Non-integral foreign operations: Transactions of non-integral foreign operations are translated at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Treatment of exchange differences

Company: Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities are recognised as income or expense in the consolidated statement of profit and loss.

Net investment in non-integral foreign operations: The exchange differences on restatement of long-term receivables / payables from / to non-integral foreign operations that are considered as net investment in such operations are accumulated in a "foreign currency translation reserve" until disposal / recovery of the net investment, in which case the accumulated balance in "foreign currency translation reserve" is recognised as income / expense in the same period in which the gain or loss on disposal / recovery is recognised.

Non-integral foreign operations: The exchange differences on translation of balances relating to non-integral foreign operations are accumulated in a "foreign currency translation reserve" until disposal of the operation, in which case the accumulated balance in "foreign currency translation reserve" is recognised as income / expense in the same period in which the gain or loss on disposal is recognised.

Notes forming part of the consolidated financial statements (contd..)

2.10 Foreign currency transactions and translations (contd...)

Measurement of foreign currency monetary items at the balance sheet date

Company: Foreign currency monetary items outstanding at the balance sheet date are restated at the closing exchange rates on that date. Non-monetary items are carried at historical cost.

Net investment in non-integral foreign operations: Foreign currency monetary items of the Group's net investment in non-integral foreign operations outstanding at the balance sheet date are restated at the closing exchange rates on that date.

Non-integral foreign operations: All assets and liabilities of non-integral foreign operations are translated at the closing exchange rates on that date.

Premium or discount arising on inception of forward exchange contracts, which are intended to hedge the foreign currency risk of existing assets or liabilities has been amortised as income /expense over the life of the contract and exchange differences on such contracts are recognised in the Statement of profit and loss in the reporting period in which the exchange rates change.

2.11 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

2.12 Employee benefits

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

- (b) in case of non-accumulating compensated absences, when the absences occur.

Defined contribution plan

Contribution to provident fund scheme by the entities in the Group is considered as defined contribution plan and is charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plan

For defined benefit plan in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Consolidated statement of profit and loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the consolidated balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

2.13 Employee share based payments

The Company has formulated Employee Stock Option Plans (ESOP) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Schemes provide for grant of options to employees of the Company and its subsidiaries to acquire equity shares of the Company that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines and the Guidance note on Employee share based payments issued by the Institute of Chartered Accountants of India, the excess, if any, of the closing market price on the day prior to the grant of the options under ESOP over the exercise price is amortised on a straight-line basis over the vesting period under the 'intrinsic value method'.

Notes forming part of the consolidated financial statements (contd..)

2.14 Leases

Assets leased by the Group in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Group are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the consolidated statement of profit and loss on a straight-line basis over the lease term.

2.15 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.16 Taxes on income

Current tax is determined on the basis of taxable income and tax credits computed for each of the entities in the Group in accordance with the applicable tax rates and the provisions of applicable tax laws of the respective jurisdictions where the entities are located.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset in the consolidated balance sheet when it is probable that future economic benefit associated with it will flow to the entity.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the entity has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

The Group offsets deferred tax assets and deferred tax liabilities, and advance income tax and provision for tax, if it has a legally enforceable right and these relate to taxes in income levies by the same governing taxation laws.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the consolidated statement of profit and loss.

2.17 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Consolidated Statement of Profit and Loss. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

Notes forming part of the consolidated financial statements (contd..)

2.17 Impairment of assets (contd...)

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the consolidated statement of profit and loss, to the extent the amount was previously charged to the consolidated statement of profit and loss.

2.18 Provisions and contingencies

A provision is recognised when the Group has a present

obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

3. Share capital

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Authorised:				
Equity shares of ₹ 1/- each	300,000,000	300,000,000	300,000,000	300,000,000
	300,000,000	300,000,000	300,000,000	300,000,000
Issued, subscribed and fully paid-up:				
Equity shares of ₹ 1/- each	238,295,401	238,295,401	237,869,523	237,869,523
	238,295,401	238,295,401	237,869,523	237,869,523

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Equity shares of ₹ 1/- each:

At the beginning of the year	237,869,523	237,869,523	235,544,665	235,544,665
Issued during the year	425,878	425,878	2,324,858	2,324,858
At the end of the year	238,295,401	238,295,401	237,869,523	237,869,523

(ii) Rights attached to equity shares:

The Company has issued only one class of equity share. The holder of each equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividends proposed by the Board of Directors are subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after settling the dues of preferential and other creditors as per priority. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shareholders holding more than 5% of equity share capital:

Class of shares / Name of shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of ₹1/- each:				
BNP Paribas SA	76,688,959	32.18%	76,688,959	32.24%
C. J. George	43,313,236	18.18%	43,279,636	18.19%
Kerala State Industrial Development Corporation	20,000,000	8.39%	20,000,000	8.41%
Rakesh Jhunjhunwala	18,037,500	7.57%	18,037,500	7.58%

(iv) As at 31 March 2019, 11,684,603 equity shares (Previous year: 10,009,083 equity shares) of ₹1/- each are reserved towards outstanding employee stock options granted (Refer Note 36).

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
4. Reserves and surplus		
(a) Capital reserve		
Balance at the beginning and end of the year	33,345,030	33,345,030
(b) Securities premium		
Opening balance	2,485,641,315	2,411,668,980
Add : additions during the year	13,161,654	73,972,335
Closing balance	2,498,802,969	2,485,641,315
(c) Statutory reserve		
<u>In subsidiary</u>		
Balance at the beginning of the year	24,857,964	24,857,964
Add: Transfer from surplus in consolidated statement of profit and loss	527,481	-
Balance at the end of the year	25,385,445	24,857,964
<u>In jointly controlled entities</u>		
Balance at the beginning of the year	14,493,142	14,493,142
Add : Transfer from consolidated statement of profit and loss	2,620,877	-
Balance at the end of the year	17,114,019	14,493,142
	42,499,464	39,351,106
(d) General reserve		
Balance at the beginning and end of the year	400,087,054	400,087,054
(e) Foreign currency translation reserve		
<u>In subsidiary</u>		
Opening balance	2,200,234	1,903,849
Add: Effects of foreign exchange rate variations during the year	(169,765)	296,385
Closing balance	2,030,469	2,200,234
<u>In jointly controlled entities</u>		
Opening balance	184,184,821	184,186,035
Add: Effects of foreign exchange rate variations during the year	13,456,830	(1,214)
Closing balance	197,641,651	184,184,821
	199,672,120	186,385,055
(f) Surplus in consolidated statement of profit and loss		
Opening balance	2,191,186,908	1,814,068,720
Add: Profit for the year	354,577,775	732,362,795
(Less) : Transfer to statutory reserve	(3,148,358)	-
Add: Corporate dividend tax credit	-	8,779,236
(Less): Final dividend for 2017-18 paid to equity shareholders @ ₹ 2/- per share (Previous year: ₹ 1.25 per share)	(476,178,754)	(295,157,488)
(Less): Corporate dividend tax	(97,879,943)	(68,866,355)
Closing balance	1,968,557,628	2,191,186,908
	5,142,964,265	5,335,996,468
5. Long-term liabilities		
(a) Security deposits from business associates	7,966,176	9,888,919
(b) Rent deposits	122,450	1,400,000
(c) Lease equalisation liability	4,518,082	4,294,380
	12,606,708	15,583,299

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
6. Long-term provisions		
(a) For employee benefits		
Gratuity	3,562,687	25,191,528
Compensated absences	7,953,167	6,995,339
(b) Share in jointly controlled entities	11,397,253	13,957,078
	22,913,107	46,143,945
7. Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises	2,742,493	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	93,363,580	110,301,595
(c) Share in jointly controlled entities	63,382,850	27,070,550
	159,488,923	137,372,145
8. Other current liabilities		
(a) Unclaimed dividends	9,326,656	7,765,399
(b) Client balances	2,587,351,336	1,889,268,662
(c) Security deposits from business associates	1,094,133	1,549,186
(d) Other payables		
Statutory dues payable	55,332,964	47,599,298
Dues to creditors for capital goods	16,693,525	2,590,409
To stock exchanges	59,477,276	109,336,611
Advance from customers	1,115,703	1,068,479
Unearned income	1,245,868	1,544,411
Accrued salaries and benefits	59,313,402	68,405,392
Other accrued liabilities	46,603,053	50,194,517
Lease equalisation liability	4,161,529	3,048,790
	2,841,715,445	2,182,371,154
9. Short-term provisions		
(a) For employee benefits - compensated absences	5,526,948	5,396,320
(b) Other provisions		
Provision for income tax	366,290	1,797,808
Provision for warranty	-	700,840
Provision against standard assets	158,293	153,114
	524,583	2,651,762
(c) Share in jointly controlled entities	4,003,519	2,639,915
	10,055,050	10,687,997

Notes forming part of the consolidated financial statements (contd..)

10. Property, plant and equipment

	Gross block				Accumulated depreciation and amortisation				Net block		
	As at 1 April 2018	Additions	Disposals	Effect of foreign currency exchange differences	As at 31 March 2019	As at 1 April 2018	For the year	Disposals	Effect of foreign currency exchange differences	As at 31 March 2019	As at 31 March 2018
A. Tangible assets	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land - freehold	68,424,536	-	-	-	68,424,536	-	-	-	-	68,424,536	68,424,536
	68,424,536	-	-	-	68,424,536	-	-	-	-	68,424,536	68,424,536
Buildings (Refer note (a) below)	165,734,768	-	-	-	165,734,768	22,290,189	4,143,372	-	-	26,433,561	139,301,207
	165,734,768	-	-	-	165,734,768	18,146,817	4,143,372	-	-	22,290,189	143,444,579
Furniture and fixtures	144,964,421	19,947,074	10,210,929	1,292	154,701,858	99,306,153	12,910,952	8,409,957	981	103,808,129	50,893,729
	132,892,044	16,141,781	4,069,510	106	144,964,421	90,196,275	12,020,739	2,910,933	72	99,306,153	45,658,268
Leasehold improvements	148,766,362	43,864,689	13,646,550	-	178,984,501	121,511,745	12,358,724	12,455,656	-	121,414,813	57,569,688
	141,923,913	10,365,463	3,523,014	-	148,766,362	115,783,994	9,024,289	3,296,538	-	121,511,745	27,254,617
Computers and accessories	369,508,724	58,030,876	4,575,669	43,056	423,006,987	271,502,782	47,483,247	4,555,562	12,043	314,442,510	108,564,477
	406,696,439	49,340,011	86,528,662	936	369,508,724	301,425,081	56,320,044	86,242,955	612	271,502,782	98,005,942
Office equipments	152,804,252	28,094,691	10,713,489	1,291	170,186,745	118,729,468	15,679,104	10,177,963	961	124,231,570	45,955,175
	143,479,979	17,979,118	8,654,951	106	152,804,252	112,454,377	14,354,900	8,079,880	71	118,729,468	34,074,784
Electrical equipments	10,941,564	1,072,536	609,516	-	11,404,584	10,250,676	307,836	604,725	-	9,953,787	1,450,797
	13,731,331	300,444	3,090,211	-	10,941,564	12,736,803	598,396	3,084,523	-	10,250,676	690,888
Vehicles	44,063,201	1,852,565	3,565,765	162,285	42,512,286	15,817,132	8,088,824	2,853,538	57,232	21,109,650	21,402,636
	25,569,313	20,086,213	1,597,802	5,477	44,063,201	10,285,560	7,062,100	1,533,984	3,456	15,817,132	28,246,069
Plant and machinery	95,093,277	-	-	-	95,093,277	33,152,743	6,342,720	-	-	39,495,463	55,597,814
	94,838,488	265,889	11,100	-	95,093,277	26,814,480	6,338,466	203	-	33,152,743	61,940,534
Share in jointly controlled entities	50,951,240	4,730,078	4,646,880	3,107,881	54,142,319	39,780,631	3,182,354	-	2,426,442	45,389,427	8,752,892
	52,923,160	1,087,631	3,328,497	268,946	50,951,240	39,476,181	3,432,532	3,328,497	200,415	39,780,631	11,170,609
Total	1,251,252,345	157,592,509	47,968,798	3,315,805	1,364,191,861	732,341,519	110,497,133	39,057,401	2,497,659	806,278,910	557,912,951
Previous year	1,246,213,971	115,566,550	110,803,747	275,571	1,251,252,345	727,319,568	113,294,838	108,477,513	204,626	732,341,519	518,910,826
B. Intangible assets											
Computer software	271,814,711	29,764,395	15,080	60,714	301,624,740	196,540,532	28,314,652	15,077	60,724	224,900,831	76,723,909
	262,816,526	20,839,083	11,845,845	4,947	271,814,711	181,931,472	26,011,782	11,407,373	4,651	196,540,532	75,274,179
Licence fees	27,367,798	-	-	1,671,637	29,039,435	27,367,798	-	-	1,671,637	29,039,435	-
	27,231,594	-	-	1,36,204	27,367,798	24,508,428	2,736,787	-	122,583	27,367,798	-
Client acquisition	-	71,633,931	-	-	71,633,931	-	10,833,405	-	-	10,833,405	60,800,526
	-	-	-	-	-	-	-	-	-	-	-
Share in jointly controlled entities	26,084,556	386,280	-	1,590,906	28,061,742	24,700,446	468,368	-	1,506,469	26,675,283	1,386,459
	25,354,856	601,376	-	1,28,324	26,084,556	24,140,702	437,587	-	122,157	24,700,446	1,384,110
Total	325,267,065	101,784,606	15,080	3,323,257	430,359,848	248,608,776	39,616,425	15,077	3,238,830	291,448,954	138,910,894
Previous year	315,402,976	21,440,459	11,845,845	269,475	325,267,065	230,580,602	29,186,156	11,407,373	249,391	248,608,776	76,658,289
Grand Total	1,576,519,410	259,377,115	47,983,878	6,639,062	1,794,551,709	980,950,295	150,113,558	39,072,478	5,736,489	1,097,727,864	696,823,845
Previous year	1,561,616,947	137,007,009	122,649,592	545,046	1,576,519,410	957,900,170	142,480,994	119,884,886	454,017	980,950,295	595,569,115
											603,716,777

Notes:

- (a) The cost of the parts of the Corporate Office building is given on cancellable lease to Geojit Technologies Private Limited, Geojit Investment Services Limited and Geojit Credits Private Limited, subsidiaries of the company, and Geojit Comtrade Limited, entity over which relative of key management person has control, cannot be determined separately.
- (b) Previous year's figures are shown in italics.

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
11. Non-current investments		
Investments (at cost, unless stated otherwise)		
A. Trade		
(a) Investments in equity instruments - unquoted:		
Associate (Stated under "equity method") (Refer Note below)		
BBK Geojit Financial Brokerage Company K.S.C	12,808,705	13,409,286
1,500,000 (Previous year: 1,500,000) equity shares of Kuwaiti Dinar 0.10/- each, fully paid-up		
	12,808,705	13,409,286
B. Other investments		
(a) Investments in equity instruments - unquoted:		
Muvattupuzha Co-operative Super Speciality Hospital Limited	200,000	200,000
400 (Previous year: 400) 'C' class shares of ₹ 500/- each, fully paid-up		
Cochin Stock Exchange Limited	1,000	1,000
100 (Previous year: 100) equity shares of ₹ 10/- each, fully paid-up		
First Commodity Exchange of India Limited	75,000	75,000
5 (Previous year: 5) equity shares of ₹ 10,000/- each, fully paid-up		
	276,000	276,000
(b) Investments in government securities - quoted:		
10.71% Govt of India Securities - 2016	-	3,000
	-	3,000
Share in jointly controlled entities	-	10,929,934
	13,084,705	24,618,220
Aggregate cost of listed but not quoted investments	-	3,000
Aggregate amount of unquoted investments	13,084,705	24,615,220

Note: Investment in associate (stated under 'equity method')

Name of associate	Country of incorporation	Ownership interest %	Original cost ₹	Carrying amount ₹
BBK Geojit Financial Brokerage Company K.S.C.	Kuwait	30	26,550,000	12,808,705
Previous year		30	26,550,000	13,409,286

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
12. Deferred tax assets (net)		
(a) Deferred tax liability		
Arising from timing differences in respect of:		
Depreciation and amortisation	-	(35,400)
	-	(35,400)
(b) Deferred tax asset		
Arising from timing differences in respect of:		
Depreciation and amortisation	6,133,300	2,717,000
Provision for doubtful debts	31,600,300	29,312,200
Provision for employee benefits	5,602,600	11,635,800
Other disallowances	8,150,980	4,851,100
	51,487,180	48,516,100
	51,487,180	48,480,700
13. Long-term loans and advances		
Unsecured and considered good, unless stated otherwise		
(a) Advances for capital goods	21,948,199	11,886,967
(b) Deposits and margins given to stock exchanges/depositories/clearing corporation	942,582,229	1,202,702,229
(c) Security deposits - others:		
Considered good	51,111,442	43,835,046
Considered doubtful	194,217	194,217
	51,305,659	44,029,263
Less: Provision for doubtful deposits	194,217	194,217
	51,111,442	43,835,046
(d) Advances recoverable in cash or kind or for value to be received	1,757,179	240,965
(e) Prepaid expenses	6,047,379	3,994,894
(f) Balances with government authorities	41,376	41,376
(g) Advance income tax	118,439,929	161,830,729
(h) Share in jointly controlled entities	45,580,660	41,208,610
	1,187,508,393	1,465,740,816

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
14. Other non-current assets		
(a) Fixed deposit with banks in earmarked accounts	28,957,203	14,063,839
(b) Interest accrued on above	979,879	231,672
	29,937,082	14,295,511
Note: Fixed deposits with banks in earmarked accounts includes the following:		
(i) Deposits given as security margin for guarantees issued by banks in favour of stock exchanges	17,996,343	1,230,672
(ii) Bank Deposit receipts given as security margin to stock exchanges/clearing corporation	10,875,000	10,875,000
(iii) Deposits given as security margin for guarantees issued by banks in favour of Kerala State Electricity Board	-	1,877,438
(iv) Fixed deposits under lien in favour of Department of Commercial Taxes (KVAT)	85,860	80,729
	28,957,203	14,063,839
15. Current investments (At lower of cost and fair value / net asset value)		
(a) Investment in mutual funds - unquoted	719,201,943	1,827,211,609
(b) Share in jointly controlled entities	141,988,000	6,573,246
	861,189,943	1,833,784,855
Aggregate amount of unquoted investments	861,189,943	1,833,784,855
16. Trade receivables		
(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	234,750,816	212,906,664
Unsecured, considered good	4,728,780	5,815,873
Doubtful	89,554,125	85,034,319
	329,033,721	303,756,856
Less: Provision for doubtful trade receivables	89,554,125	85,034,319
	239,479,596	218,722,537
(b) Other trade receivables		
Secured, considered good	235,789,859	15,136,243
Unsecured, considered good	850,491,381	1,043,896,779
Doubtful	1,905,584	685,087
	1,088,186,824	1,059,718,109
Less: Provision for doubtful trade receivables	1,905,584	685,087
	1,086,281,240	1,059,033,022
(c) Share in jointly controlled entities	25,243,832	89,666,716
	1,351,004,668	1,367,422,275

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
17. Cash and bank balances		
(a) Cash on hand	1,264,700	1,364,651
(b) Balances with banks		
Current accounts:		
Clients	1,062,394,139	930,477,342
Others	52,470,852	71,007,833
Deposit accounts	510,211,180	152,800,389
Earmarked accounts:		
Deposit accounts	1,693,957,412	1,393,243,142
Arbitration deposits	-	233,920
Unpaid dividend accounts	9,326,656	7,765,399
(c) Share in jointly controlled entities	52,920,097	48,925,323
	3,382,545,036	2,605,817,999
Of the above, the balances that meet the definition of Cash and cash equivalents	1,679,260,968	1,204,575,538
Balance with banks in earmarked deposit accounts include fixed deposits which have an original maturity of more than 12 months	470,899,258	317,537,262
Balance with banks in earmarked deposit accounts include fixed deposits which are:		
(i) Maintained as security margin for guarantees issued by banks in favour of stock exchanges / clearing corporation.	457,256,231	464,540,380
(ii) Given to stock exchanges / clearing corporation as security margin	15,000,000	14,390,805
(iii) Pledged with banks for availing overdraft facility. The balance outstanding in the overdraft facility as at the balance sheet date is ₹ Nil (Previous year: ₹ Nil).	1,203,924,550	903,924,550
(iv) Pledged with banks for availing other bank guarantees facility	3,715,893	1,526,520
(v) Deposited in banks against unsettled client balances.	14,060,738	8,860,887
	1,693,957,412	1,393,243,142

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
18. Short-term loans and advances		
Unsecured and considered good, unless stated otherwise		
(a) Loans and advances to related parties	916,847	1,080,641
(b) Loans and advances to clients (against shares and commodities)		
Secured, considered good	578,125,628	162,416,567
Considered doubtful	1,265,127,494	1,274,735,447
	1,843,253,122	1,437,152,014
Less: Provision for non-performing assets (Refer note 37)	1,265,127,494	1,274,735,447
	578,125,628	162,416,567
(c) Rent and other deposits		
Considered good	33,640,611	38,515,466
Considered doubtful	4,187,929	4,057,529
	37,828,540	42,572,995
Less: Provision for doubtful deposits	4,187,929	4,057,529
	33,640,611	38,515,466
(d) Loans and advances to employees		
- Considered good	5,960,604	7,652,626
- Considered doubtful	386,605	-
	6,347,209	7,652,626
Less: Provision for Doubtful Advances	386,605	-
	5,960,604	7,652,626
(e) Prepaid expenses	26,384,903	25,577,380
(f) Balances with government authorities	1,741,557	5,341,768
(g) Other advances		
Considered good	6,640,106	8,168,657
Considered doubtful	9,378,675	1,510,651
	16,018,781	9,679,308
Less: Provision for doubtful advances	9,378,675	1,510,651
	6,640,106	8,168,657
(h) Share in jointly controlled entities	19,314,222	71,213,543
	672,724,478	319,966,648

Notes forming part of the consolidated financial statements (contd..)

	As at 31 March 2019 ₹	As at 31 March 2018 ₹
19. Other current assets		
(a) Unbilled revenue	8,567,754	4,215,212
(b) Accruals		
Interest accrued on fixed deposits with banks	35,114,248	27,555,571
Interest accrued on other deposits	-	18,296,065
(c) Receivable from stock exchanges	740,220,581	187,365,699
(d) Share in jointly controlled entities	-	6,662,616
	783,902,583	244,095,163
	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
20. Revenue from operations		
(a) Sale of services		
Stock broking services	1,860,470,263	2,236,218,960
Depository	161,179,821	185,706,089
Financial products distribution	413,375,984	434,547,131
Portfolio management services	29,167,231	40,811,943
Software consultancy and development services	122,052,541	172,766,162
Interest income from margin funding	85,095,840	26,150,151
	2,671,341,680	3,096,200,436
(b) Other operating revenues		
Overdue fees collected from clients	120,446,556	150,372,676
Miscellaneous income	7,131,953	5,714,316
	127,578,509	156,086,992
(c) Share in jointly controlled entities	77,782,980	89,657,967
	2,876,703,169	3,341,945,395

Notes forming part of the consolidated financial statements (contd..)

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
21. Other income		
(a) Interest income		
From banks on fixed deposits	138,864,085	100,805,393
On income tax refunds	1,292,301	6,470,148
Other interest income	33,655,564	58,526,036
(b) Dividend income (from non-current investments)	-	159,600
(c) Net gain on sale of current investments - mutual funds	93,912,293	115,675,456
(d) Net gain on sale of non-current investments	-	4,387,684
(e) Other non-operating revenues		
Cost recovery for shared services	559,072	3,177,925
Liabilities no longer payable written back	588,360	5,889,044
Rental income	510,263	3,502,295
Profit on sale of property, plant and equipment	2,098,690	2,014,794
Bad debts recovered	132,674	196,609
Provision for doubtful debts written back (net)	10,308,793	166,617
Miscellaneous income	16,169,852	28,094,042
(f) Share in jointly controlled entities	7,341,752	8,510,078
	305,433,699	337,575,721
22. Operating expenses		
Commission to business associates (Brokerage)	282,294,886	399,092,403
Marketing fees	44,084,500	77,317,050
Marketing incentives	18,063,508	25,300,742
Commission to business associates (Distribution)	47,415,431	43,607,364
Connectivity charges	55,545,740	54,267,814
Subscription to research activities	19,997,187	6,708,729
Depository charges	24,703,149	29,975,022
Research expenses	4,918,834	8,142,778
Postage charges for contract note	1,443,498	2,021,595
Loss on sale of stock-in-error	3,995,130	2,016,758
Transaction charges	973,231	1,629,078
Registration and renewal charges	4,169,760	2,997,205
Miscellaneous expenses	3,704,413	3,209,487
Share in jointly controlled entities	1,435,565	1,711,195
	512,744,832	657,997,220

Notes forming part of the consolidated financial statements (contd..)

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
23. Employee benefits expense		
Salaries, wages and bonus	988,772,901	924,937,465
Contribution to provident and other funds	53,334,185	56,054,963
Staff welfare expenses	69,379,738	60,346,730
Share in jointly controlled entities	59,790,169	70,327,205
	1,171,276,993	1,111,666,363
24. Finance costs		
Interest expense on:		
Temporary overdrafts availed from banks	2,943,612	616,541
Margin deposit	-	3,216,125
Other borrowing costs:		
Bank guarantee charges	4,065,508	3,458,531
Share in jointly controlled entities	211,113	42,917
	7,220,233	7,334,114
25. Other expenses		
Rent	147,770,971	142,743,535
Advertisement	65,839,914	73,965,959
Telephone	34,223,383	35,657,304
Postage	19,643,716	18,736,507
Power and fuel	47,294,151	45,152,606
Software charges	23,788,348	23,395,609
Repairs and maintenance:		
Leasehold building	4,618,724	4,256,136
Own building	186,209	1,237,034
Plant and machinery	3,065,418	208,180
Others	28,984,655	30,676,470
Printing and stationery	23,643,395	22,029,339
Travelling and conveyance	42,580,237	41,278,741
Legal and professional charges	24,955,301	19,913,430
Payments to auditors (Refer note below)	8,412,825	7,927,721
Office expenses	20,021,710	17,888,962
Provision for doubtful debts (net)	14,618,521	19,646
Bad debts written off	-	540,461

Notes forming part of the consolidated financial statements (contd..)

	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
25. Other expenses (contd...)		
Business promotion	10,316,122	9,264,503
Rates and taxes	22,457,705	21,781,904
Corporate social responsibility expenses (Refer note 41)	22,258,499	18,922,685
Donations and contributions	60,000	21,200
Provision for warranty	-	700,840
Insurance	1,737,530	1,530,918
Empanelment fees	750,000	1,036,150
Provision for standard assets	5,179	-
Provision for non-performing assets	-	16,225
Loss on foreign currency transactions	20,004	49,884
Miscellaneous expenses	30,427,367	30,489,042
Share in jointly controlled entities	57,699,722	38,486,886
	655,379,606	607,927,877

Note:

Payments to auditors include payments to statutory auditor towards (net of input tax credit, where applicable):

Statutory audit fees	1,650,000	1,550,000
Limited review fees	740,000	525,000
Tax audit	100,000	75,000
Certifications	328,000	300,000
Out-of-pocket expenses	140,900	122,500
	2,958,900	2,572,500

- 26.** As at 31 March 2019, the Company has received ₹ Nil/- as share application money towards Nil equity shares of the Company (Previous year: 7,810 equity shares at ₹ 220,300/-) at a total premium of ₹ Nil/- (Previous year: ₹ 212,490/-). The share application money was received pursuant to the exercise of options granted to employees under the employee stock option plans. The Company has sufficient authorised share capital to cover the allotment of these shares. Pending allotment of shares, the amounts are maintained in a designated bank account and are not available for use by the Company.

Notes forming part of the consolidated financial statements (contd..)

27. Contingent liabilities and commitments (to the extent not provided for)

(i) Contingent liabilities:

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
(a) Claims against the company not acknowledged as debts :		
Legal suits filed against the company / matters under arbitration	27,522,094	28,095,094
Income tax demands, pending in appeal *	86,324,909	144,936,424
Show cause notices from Service Tax department for which the Company has filed replies	172,339	42,376,505
Service tax demands, pending in appeal	14,395,026	13,091,906
Demand under Employees' Provident Funds & Miscellaneous Provisions Act, 1952	-	185,236,599
(b) Guarantees given by the company	1,567,892	1,567,892
(c) Share of group in the contingent liabilities of jointly controlled entity (Refer note 34)	7,009,478	6,606,464

Note: Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

Direct tax matters

The Company and its subsidiaries have ongoing disputes with Income Tax authorities in India. The disputes relate to tax treatment of certain expenses claimed as deductions, computation or eligibility of tax incentives or allowances, and characterisation of fees for services received. As at 31 March 2019, the Company and its subsidiaries have contingent liability of ₹ 86,324,909/- (Previous year: ₹ 144,936,424/-) in respect of tax demands which are being contested by the Company and its subsidiaries based on the management evaluation and advice of tax consultants.

The Group periodically receives notices and inquiries from income tax authorities related to the Group's operations in the jurisdictions it operates in. Management has evaluated these notices and inquiries and has concluded that the position taken by it on the above matters is tenable and hence no adjustments have been made in the financial statements.

* In respect to a subsidiary company [Geojit Investment Services Limited (GISL)] an amount of ₹ 400,000,000/- received in a prior year by way of compensation for discontinuing the business of commodities trading from BNP Paribas, the income tax authorities had raised a demand of ₹ 182,549,673/- including interest, by assessing the said sum as business income. Based on the legal advice obtained, GISL had while claiming the amount as not liable to tax, as a matter of prudence, provided a sum of ₹ 122,677,628/- by treating the amount received as capital gains. During the year, Hon'ble Income Tax Appellate Tribunal had confirmed the assessment. Though the company has preferred an appeal before the High Court, as a matter of prudence, a further provision has been made for the additional demand of ₹ 59,872,045/- . GISL has remitted the demand in full and is carried under the head Income tax advance, net of provision made as above, disclosed under the head Long-term loans and advances.

Indirect tax matters

The Company and its subsidiaries have ongoing disputes with Indirect tax authorities mainly relating to treatment of characterisation and classification of certain items. As at 31 March 2019, the Company and its subsidiaries in India have demands and show cause notices amounting to ₹ 14,567,365/- (Previous year: ₹ 55,468,411/-) from various indirect tax authorities which are being contested by the Company and its subsidiaries based on the management evaluation and advice of tax consultants.

Other matters

The company and its subsidiaries had disputes with the Provident Fund authorities as regards treatment of certain allowances for the computation of provident fund liability which was disclosed as contingent liability in the previous year. During the year, the Regional Provident Fund Commissioner has dropped the above proceedings against the company.

Notes forming part of the consolidated financial statements (contd..)

27. Contingent liabilities and commitments (to the extent not provided for) (contd...)

(i) Contingent liabilities: (contd...)

On 28 February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. Basis this judgment, the Company has re-computed its liability towards PF for the month of March 2019 and has made a provision for it in the books of account. In respect of the earlier periods/years, the Company has been legally advised that there are numerous interpretative challenges on the application of the judgment retrospectively. Based on such legal advice, the management believes that it is impracticable at this stage to reliably measure the provision required, if any, and accordingly, no provision has been made towards the same. Necessary adjustments, if any, will be made to the books as more clarity emerges on this subject.

(ii) Commitments:

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
Estimated amount of contracts remaining to be executed on capital account and not provided for:		
Property, plant and equipment	65,562,778	20,984,666
Intangible assets	21,467,929	3,818,980
Acquisition of clients of Geofin Comtrade Limited (Refer note below)	-	81,000,000

Note : The Company had entered into an agreement on 1 February 2018 with Geofin Comtrade Limited to acquire its clients (without any other assets or liabilities), for a consideration of ₹ 81,000,000/- (excluding applicable taxes). During the year the transaction has been completed and ₹ 71,633,931/- has been capitalised as client acquisition under intangible assets.

28. The financial risks arising to the group include foreign exchange risk. As a part of group's risk management policy, the exchange risks arising from foreign currency fluctuations are hedged by forward contracts designated as cash flow hedges. The fair value of derivative contracts is determined based on the mark to market price i.e. the price that would be paid/received to transfer a liability/asset as at the reporting date.

Exposures in foreign currency:

Assets	Foreign Currency	As at 31 March 2019		As at 31 March 2018	
		Amount in Foreign currency	Amount ₹	Amount in Foreign currency	Amount ₹
Receivables (trade & other)	US Dollars	73,751	5,101,453	97,998	6,374,192
Unhedged receivable		73,751	5,101,453	97,998	6,374,192
Receivables (trade & other)	Euro	131,430	10,212,426	189,773	15,299,917
Hedges by derivative contracts		96,200	7,474,971	179,840	14,499,096
Unhedged receivable		35,230	2,737,455	9,933	800,821
Receivables (trade & other)	Singapore Dollars	5,270	267,250	13,795	685,359
Unhedged receivable		5,270	267,250	13,795	685,359
Receivables (trade & other)	AED	63,000	1,188,489	63,000	1,117,935
Unhedged receivable		63,000	1,188,489	63,000	1,117,935

Notes forming part of the consolidated financial statements (contd..)

29. The Company has deposited the dividends payable to non-resident shareholders into their rupee account with various banks in India and hence the disclosure of amounts remitted in foreign currency during the year to non-resident shareholders on account of dividend is not applicable.

30. Employee benefit plans

(i) Defined contribution plans – Provident Fund

The Group makes Provident Fund contribution for qualifying employees. Under the plan, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group has recognised ₹ 31,395,192/- (Previous year: ₹29,126,173/-) towards Provident Fund contribution in the consolidated statement of profit and loss. The contributions payable to this plan by the Group are at the rates specified in the rules of the scheme.

(ii) Defined benefit plan – Gratuity

The Company provides gratuity benefit to its employees (included as part of 'Contribution to provident and other funds' in Note No. 23 Employee benefits expense), which is funded with Life Insurance Corporation of India.

The following table sets out the funded status of the defined benefit scheme and the amounts recognised in the consolidated financial statements:

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Gratuity cost		
Current service cost	7,070,209	7,354,115
Interest cost	5,487,878	4,394,190
Expected return on plan assets	(4,178,002)	(2,080,596)
Past service cost	-	2,340,946
Actuarial (gain) / loss	(1,920,447)	574,234
Total expense recognised in the statement of profit and loss	6,459,638	12,582,889

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
Net liability recognised in the consolidated balance sheet:		
Present value of defined benefit obligation	79,272,623	75,163,785
Fair value of plan assets	(77,467,115)	(50,213,222)
Net liability recognised in the consolidated balance sheet	1,805,508	24,950,563
Provision for gratuity (Refer note 6)	(3,562,687)	(25,191,528)
Advances recoverable in cash or kind or for value to be received (Refer note 13)	1,757,179	240,965
Total	(1,805,508)	(24,950,563)

Notes forming part of the consolidated financial statements (contd..)

30. Employee benefit plans (contd...)

(ii) Defined benefit plan – Gratuity (contd...)

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Change in defined benefit obligations (DBO) during the year:		
At the beginning of the year	75,163,785	67,180,194
Current service cost	7,070,209	7,354,115
Interest cost	5,487,878	4,394,190
Actuarial (gain) / loss	(1,224,055)	418,815
Past service cost	-	2,340,947
Benefits paid	(8,696,195)	(6,524,476)
Transfer in / (out)	1,471,001	-
At the end of the year	79,272,623	75,163,785
Change in fair value of assets during the year:		
At the beginning of the year	50,213,222	19,457,247
Expected return on plan assets	4,178,002	2,080,596
Actual group contributions	29,968,019	35,355,274
Amounts contributed by group companies on transfer of its employees to the company	1,107,675	-
Actuarial gain / (loss)	696,392	(155,419)
Benefits paid	(8,696,195)	(6,524,476)
At the end of the year	77,467,115	50,213,222
Actual return on plan assets	4,874,394	1,925,177
Particulars	31 March 2019	31 March 2018
Actuarial assumptions:		
Discount rate	7.00% - 7.20%	7.30% - 7.50%
Expected return on plan assets	7.30% - 7.50%	6.50% - 7.10%
Salary escalation	6.00%	6.00%
Attrition rate range over different age brackets	Upto 35 years : 50% Above 35 years : 10% - 12%	Upto 35 years : 50% Above 35 years : 10% - 12%
Mortality table	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

Experience adjustments

Gratuity	As at 31 March 2019	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
Present value of DBO	79,272,623	75,163,785	67,180,194	26,163,377	25,514,603
Fair value of plan assets	77,467,115	50,213,222	19,457,247	21,796,023	19,149,631
Funded status [surplus / (deficit)]	(1,805,508)	(24,950,563)	(47,722,947)	(2,566,232)	(6,364,972)
Experience adj. on plan liabilities	(2,385,867)	3,004,502	29,219,941	(1,825,943)	(707,149)
Experience adj. on plan assets	1,166,431	(456,657)	21,087	110,136	220,204

Notes forming part of the consolidated financial statements (contd..)

30. Employee benefit plans (contd...)

(iii) Actuarial assumptions for compensated absences

Particulars	31 March 2019	31 March 2018
Discount rate	7.00% - 7.20%	7.30% - 7.50%
Salary escalation	6.00%	6.00%
Attrition rate range over different age brackets	Upto 35 years : 50% Above 35 years : 10% - 12%	Upto 35 years : 50% Above 35 years : 10% - 12%

31. Segment information

The Group has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are primarily financial services and software services. Financial services consists of brokerage services, depository services, financial products distribution services, portfolio management services and other allied activities. Software services segment consists of income from development and maintenance of software. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly attributable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Property, plant and equipments that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographical segments of the group are India and others.

Particulars	Financial services		Software services		Eliminations		Total	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
	₹	₹	₹	₹	₹	₹	₹	₹
Revenue	2,754,650,628	3,169,179,233	122,052,541	172,766,162	-	-	2,876,703,169	3,341,945,395
Inter segment revenue	-	-	43,245,476	33,843,391	43,245,476	33,843,391	-	-
Total	2,754,650,628	3,169,179,233	165,298,017	206,609,553	43,245,476	33,843,391	2,876,703,169	3,341,945,395
Segment result	373,249,615	793,177,754	50,193,261	55,874,996	36,254,696	27,179,809	387,188,180	821,872,941
Less : Interest expenses							7,220,233	7,334,114
Add : Other income							305,433,699	337,575,721
Profit before tax							685,401,646	1,152,114,548
Tax expense							283,725,656	375,990,932
Net profit for the year before minority interest							401,675,990	776,123,616
Less : Minority interest							46,497,634	44,888,626
Add : Share of profit from associates							(600,581)	1,127,805
Profit for the year							354,577,775	732,362,795
Segment assets	5,648,153,459	3,747,945,206	68,632,775	85,735,914			5,716,786,234	3,833,681,120
Unallocable assets							3,313,421,679	4,686,110,182
Total assets							9,030,207,913	8,519,791,302
Segment liabilities	3,020,427,608	2,355,906,403	21,684,782	30,926,932			3,042,112,390	2,386,833,335
Unallocable liabilities							9,692,946	9,563,207
Total liabilities							3,051,805,336	2,396,396,542
<u>Other information</u>								
Capital expenditure (allocable)	253,818,853	141,793,506	928,018	4,954,040			254,746,871	146,747,546
Depreciation and amortisation (allocable)	141,970,089	131,264,898	8,143,469	11,216,096			150,113,558	142,480,994
Other significant non-cash expenses (allocable)	14,618,521	540,461	-	19,646			14,618,521	560,107

Notes forming part of the consolidated financial statements (contd..)

31. Segment information (contd...)

Secondary segment

Particulars	India		Others		Eliminations		Total	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
	₹	₹	₹	₹	₹	₹	₹	₹
Revenue	2,681,811,977	3,092,580,477	194,891,192	249,364,918	-	-	2,876,703,169	3,341,945,395
Inter segment revenue	-	-	22,454,300	38,305,700	22,454,300	38,305,700	-	-
Total	2,681,811,977	3,092,580,477	217,345,492	287,670,618	22,454,300	38,305,700	2,876,703,169	3,341,945,395
Segment assets	8,710,926,310	8,209,388,225	319,281,603	310,403,077	-	-	9,030,207,913	8,519,791,302
Capital expenditure	246,178,621	142,985,080	8,568,250	3,762,466	-	-	254,746,871	146,747,546

32. Leases

Operating lease as a lessee

The Company is obligated under non-cancellable operating leases for its branch office premises. Total rental expenses under such leases amounted to ₹ 71,171,146/- (Previous Year : ₹ 36,282,323/-). Future minimum lease payments due under non-cancellable operating leases are as follows:

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Not later than one year	74,602,343	37,515,706
Later than one year and not later than five years	139,743,910	72,948,312
Later than five years	6,877,885	1,186,204

The Company is also obligated under cancellable operating leases for residential and office space. Total rental expense under cancellable operating leases during the year was ₹ 82,610,519/- (Previous year : ₹ 113,375,232/-).

33. Earnings per share (EPS)

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Basic:		
Net profit for the year attributable to equity shareholders - ₹	354,577,775	732,362,795
Weighted average number of equity shares	238,180,113	236,962,689
Basic earnings per share - ₹	1.49	3.09
Diluted:		
Net profit for the year attributable to equity shareholders - ₹	354,577,775	732,362,795
Weighted average number of equity shares for basic EPS	238,180,113	236,962,689
Add: Effect of ESOPs which are dilutive	2,085,290	4,752,616
Weighted average number of equity shares for diluted EPS	240,265,403	241,715,305
Diluted earnings per share - ₹	1.48	3.03

Notes forming part of the consolidated financial statements (contd..)

34. Details of Company's interest in joint ventures

Name of jointly controlled entity and country of incorporation	% of shareholding interest	
	31 March 2019	31 March 2018
Barjeel Geojit Financial Services LLC (Formerly known as Barjeel Geojit Securities LLC), United Arab Emirates ('Barjeel')	30%	30%
Aloula Geojit Capital Company, Saudi Arabia ('Aloula')	28%	28%

Particulars	Barjeel (Unaudited)		Aloula (Unaudited)	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
	₹	₹	₹	₹
Assets	99,957,534	111,084,917	202,161,544	190,693,517
Liabilities	22,234,901	29,254,824	57,208,033	14,835,909
Income	86,994,587	101,839,892	14,038,545	23,543,853
Expenditure	67,662,394	73,333,283	55,124,897	41,105,039
Contingent liabilities	7,009,478	6,606,464	-	-

35. Related party disclosures

(i) Names of related parties and description of relationship with the Company:

Nature of relationship	Name of related party
Subsidiaries, joint ventures and associate	
[Refer note 2.2 (ix)]	
Related parties with whom the Company had transactions during the year	
Entity having significant interest in the Company	BNP Paribas SA
Key management persons	Mr. C. J. George, Managing Director Mr. Satish Menon, Wholetime Director (wef 2 August 2018) Mr. A Balakrishnan, Wholetime Director (wef 2 August 2018)
Relative of key management persons	Mr. Jones George Mr. Jyothis Abraham George Ms. Shiny George Ms. Susan Raju Ms. Sally Sampath Ms. Subhadra Ramakrishnan Ms. Sangeeta Kamath Ms. Bindu Balakrishnan
Entity over which relative of key management persons has control	Geofin Comtrade Limited Geofin Capital Services Limited C J G Holdings India Private Limited
Trust under the control of the Company	Geojit Foundation
Entity having significant influence in one of the subsidiary companies (Geojit Technologies Private Limited)	BNP Paribas India Solutions Private Limited

Notes forming part of the consolidated financial statements (contd..)

35. Related party disclosures (contd...)

(ii) Related party transactions

Name of related party	Nature of transaction	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
BNP Paribas SA	Bank charges	-	1,035
	Rent received	-	30,000
	Software income	70,300,213	114,364,183
	Dividend paid	153,377,918	119,082,344
Mr. C. J. George	Salary and allowances *	18,367,901	24,782,661
	Brokerage income	5,376	-
	Dividend paid	86,626,472	54,099,545
Mr. Satish Menon	Salary and allowances *	6,144,593	-
	Brokerage income	8,799	-
	Depository income	531	-
	Dividend paid	1,271,156	-
Mr. A Balakrishnan	Salary and allowances *	6,082,724	-
	Brokerage income	1,592	-
	Depository income	-	-
	Dividend paid	477,604	-
Mr. Jones George	Salary and allowances *	1,208,434	-
	Portfolio management services income	1,373	-
	Brokerage income	133	-
	Depository income	177	-
	Dividend paid	5,000,000	342,095
Mr. Jyothis Abraham George	Brokerage income	598	-
	Depository income	1,049	-
	Dividend paid	5,000,000	543,750
Ms. Shiny George	Dividend paid	1,500,000	6,297,500
Ms. Susan Raju	Dividend paid	6,000	3,750
Ms. Sally Sampath	Brokerage income	-	352
	Depository income	-	518
	Dividend paid	10,000	6,250
Ms. Subhadra Ramakrishnan	Depository income	531	-
Ms. Sangeeta Kamath	Portfolio management services income	38,799	-
Ms. Bindu Balakrishnan	Brokerage income	20	-
	Depository income	892	-

* The amounts does not include provision for gratuity and compensated absences as the same is determined for the Company as a whole based on an actuarial valuation.

Notes forming part of the consolidated financial statements (contd..)

35. Related party disclosures (contd...)

(ii) Related party transactions (contd...)

Name of related party	Nature of transaction	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Geofin Comtrade Limited	Expenses reimbursed	1,912,600	-
	Expenses recovered	-	29,820
	Portfolio management services income	475,849	-
	Cost recovery for shared services	558,868	3,175,521
	Client acquisition	71,633,931	-
	Property, plant and equipment purchased	1,006,159	-
	Rent deposit accepted	100,000	-
	Rent deposit refunded	1,377,550	-
	Rental income	505,541	3,416,613
Geofin Capital Services Limited	Rental income	4,722	55,682
	Commission to business associates	351,073	6,957,812
	Cost recovery for shared services	204	2,404
	Expenses reimbursed	-	665,850
	Security deposit repaid	1,000,000	-
C J G Holdings India Private Limited	Loan taken	-	30,000,000
	Loan repaid	-	85,000,000
	Interest on loan taken	-	3,165,729
Geojit Foundation	Corporate social responsibility expenses	7,025,788	18,683,967
	Expenses recovered	28,000	10,462
	Training fee paid	-	706,500
BNP Paribas India Solutions Private Limited	Software income	433,972	925,388

(iii) Amount outstanding as at the balance sheet date

Name of related party	Nature of transaction	Receivable / (payable) as on 31 March 2019 ₹	Receivable / (payable) as on 31 March 2018 ₹
BNP Paribas SA	Balances with banks in current accounts	1,065,318	6,796,442
	Trade receivables	9,366,609	10,399,296
	Other current liabilities - Unearned income	(433,972)	-
Mr. C. J. George	Accrued salaries and benefits	(3,295,000)	(15,581,000)
Mr. Satish Menon	Accrued salaries and benefits	(2,161,000)	-
Mr. A Balakrishnan	Accrued salaries and benefits	(2,161,000)	-

Notes forming part of the consolidated financial statements (contd..)

35. Related party disclosures (contd...)

(iii) Amount outstanding as at the balance sheet date (contd...)

Name of related party	Nature of transaction	Receivable / (payable) as on 31 March 2019 ₹	Receivable / (payable) as on 31 March 2018 ₹
Mr. Jones George	Other current liabilities - PMS balance	(1,782,262)	-
Ms. Sangeeta Kamath	Other current liabilities - PMS balance	(120,264)	-
Geofin Comtrade Limited	Short-term loans and advances	-	863,749
	Trade payables - Others	(414,362)	(1,000)
	Other current liabilities - PMS balance	(3,959,448)	-
	Long-term liabilities - Rent deposits	(100,000)	(1,377,550)
Geofin Capital Services Limited	Long-term liabilities - Security deposits	-	(1,000,000)
	Short-term loans and advances	-	5,812
	Long-term liabilities - Rent deposits	(22,450)	(22,450)
	Trade payables - Commission payable	(198,019)	(385,336)
Geojit Foundation	Other current liabilities - Training fee	-	(763,020)
BNP Paribas India Solutions Private Limited	Trade receivables - Software income	-	679,680
	Other current liabilities - Unearned income	-	(433,972)

36. Employee Stock Option Plans:

(A) Details of options granted are as follows:

Particulars	ESOP 2010 – Tranche II	ESOP 2010 – Tranche III	ESOP 2010 – Tranche IV	ESOP 2016 – Grant 1	ESOP 2016 – Grant 2	ESOP 2016 – Grant 3	ESOP 2016 – Grant 4
Date of grant	11 July 2012	21 May 2013	27 June 2014	4 August 2016	2 September 2017	23 January 2018	20 March 2018
Date of Nomination and Remuneration Committee approval	12 April 2010	12 April 2010	12 April 2010	4 August 2016	2 September 2017	23 January 2018	20 March 2018
Date of shareholder approval	12 July 2010	12 July 2010	12 July 2010	4 August 2016	4 August 2016	4 August 2016	4 August 2016
Eligible employees	All	All	All	All	All	All	All
Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled
No. of equity shares for each option	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share
No. of options granted	2,799,885	2,799,991	2,799,999	8,079,340	1,197,312	2,582	23,674
Exercise price	₹20.55	₹23.95	₹41.45	₹41.60	₹117.40	₹117.35	₹101.25
Discount granted	No discount	No discount	No discount	No discount	No discount	No discount	No discount
Vesting period and manner of vesting	Immediate vesting on 2nd anniversary from grant date	Immediate vesting on 2nd anniversary from grant date	Immediate vesting on 2nd anniversary from grant date	In a graded manner over 4 years commencing from 01 October 2017	In a graded manner over 3 years commencing from 01 October 2018	In a graded manner over 3 years commencing from 01 April 2019	In a graded manner over 3 years commencing from 01 April 2019

Notes forming part of the consolidated financial statements (contd..)

36. Employee Stock Option Plans: (contd...)

(A) Details of options granted are as follows:

Particulars	ESOP 2010 – Tranche II	ESOP 2010 – Tranche III	ESOP 2010 – Tranche IV	ESOP 2016 – Grant 1	ESOP 2016 – Grant 2	ESOP 2016 – Grant 3	ESOP 2016 – Grant 4
Vesting condition	Continuation in the services of the Company and such other conditions as may be formulated by the Nomination and Remuneration Committee from time to time						
Exercise period	3 years from vesting date	3 years from vesting date	3 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date
No. of options outstanding at the beginning of the year	- (352,375)	254,514 (995,792)	847,863 (2,123,948)	6,732,660 (7,390,580)	1,095,795 (-)	2,582 (-)	23,674 (-)
Add: No. of options granted during the year	- (-)	- (-)	- (-)	- (-)	- (1,197,312)	- (2,582)	- (23,674)
Less: No. of options forfeited on resignation / lapsed due to non- exercise during the year	- (33,600)	27,964 (-1,110)	19,913 (37,180)	1,143,650 (657,920)	187,154 (101,517)	1,097 (-)	11,974 (-)
Less: No. of options exercised during the year	- (318,775)	226,550 (742,388)	171,922 (1,238,905)	19,596 (-)	- (-)	- (-)	- (-)
No. of options outstanding at the end of the year	- (-)	- (254,514)	656,028 (847,863)	5,569,414 (6,732,660)	908,641 (1,095,795)	1,485 (2,582)	11,700 (23,674)
No. of options vested during the year	- (-)	- (-)	- (-)	219,684 (183,717)	3,691 (1,593)	- (-)	- (-)
No. of options exercisable at year end	- (-)	- (254,514)	656,028 (847,863)	339,283 (171,819)	1,717 (-)	- (-)	- (-)
No. of options available for grant at year end	- (-)	- (-)	- (-)	702,718 (1,545,289)	- (-)	- (-)	- (-)
Weighted average remaining contractual life of options outstanding at year end	- (-)	- (-)	- (1 year)	3.2 years (4.2 years)	2.5 years (3.5 years)	2.3 years (3.3 years)	2.2 years (3.2 years)

Note: Previous year figures are given in brackets.

Particulars	ESOP 2016 – Grant 5	ESOP 2016 – Grant 6	ESOP 2016 – Grant 7	ESOP 2017 – Tranche 1	ESOP 2017 – Special	ESOP 2017 – Tranche 2
Date of grant	23 April 2018	6 December 2018	26 March 2019	23 January 2018	16 May 2018	26 March 2019
Date of Nomination and Remuneration Committee approval	23 April 2018	6 December 2018	26 March 2019	23 January 2018	16 May 2018	26 March 2019
Date of shareholder approval	4 August 2016	4 August 2016	4 August 2016	22 November 2017	22 November 2017	22 November 2017
Eligible employees	All	All	All	All	Specified employees	All
Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled
No. of equity shares for each option	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share	One option = One share
No. of options granted	261,250	749,660	1,278,698	1,073,780	400,000	1,072,516
Exercise price	₹101.15	₹44.10	₹39.75	₹117.35	₹98.20	₹39.75
Discount granted	No discount	No discount	No discount	No discount	No discount	No discount
Vesting period and manner of vesting	Immediate vesting on 01 May 2019	In a graded manner over 2 years commencing from 01 April 2020	In a graded manner over 2 years commencing from 01 April 2020	Immediate vesting on 01 February 2019	Immediate vesting on 01 June 2019	Immediate vesting on 01 April 2020

Notes forming part of the consolidated financial statements (contd..)

36. Employee Stock Option Plans: (contd...)

(A) Details of options granted are as follows:

Particulars	ESOP 2016 - Grant 5	ESOP 2016 - Grant 6	ESOP 2016 - Grant 7	ESOP 2017 - Tranche 1	ESOP 2017 - Special	ESOP 2017 - Tranche 2
Vesting condition	Continuation in the services of the Company and such other conditions as may be formulated by the Nomination and Remuneration Committee from time to time					
Exercise period	3 years from vesting date	3 to 4 years from vesting date	3 to 4 years from vesting date	3 years from vesting date	3 years from vesting date	3 years from vesting date
No. of options outstanding at the beginning of the year	- (-)	- (-)	- (-)	1,051,995 (-)	- (-)	- (-)
Add: No. of options granted during the year	261,250 (-)	749,660 (-)	1,278,698 (-)	- (1,073,780)	400,000 (-)	1,072,516 (-)
Less: No. of options forfeited on resignation / lapsed due to non-exercise during the year	36,679 (-)	46,887 (-)	- (-)	191,296 (21,785)	- (-)	1,922 (-)
Less: No. of options exercised during the year	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
No. of options outstanding at the end of the year	224,571 (-)	702,773 (-)	1,278,698 (-)	860,699 (1,051,995)	400,000 (-)	1,070,594 (-)
No. of options vested during the year	- (-)	- (-)	- (-)	873,553 (-)	- (-)	- (-)
No. of options exercisable at year end	- (-)	- (-)	- (-)	860,699 (-)	- (-)	- (-)
No. of options available for grant at year end	- (-)	- (-)	- (-)	2,379,595 (3,658,893)	- (-)	- (-)
Weighted average remaining contractual life of options outstanding at year end	2.5 years (-)	3.1 years (-)	2.7 years (-)	1.5 years (2.5 years)	2.5 years (-)	2.5 years (-)

Note: Previous year figures are given in brackets.

(B) Accounting of employee share based compensation cost:

The Company has adopted 'intrinsic value method' for accounting employee share based compensation cost. Under the intrinsic value method, the difference between market price of the share on the date prior to grant date and the exercise price is considered as intrinsic value of options and expensed on straight-line basis over the vesting period as employee share based compensation cost. The details of costs accounted under the Employee Stock Option Plans are as follows:

Plan	ESOP 2010 - Tranche II	ESOP 2010 - Tranche III	ESOP 2010 - Tranche IV	ESOP 2016 - Grant 1	ESOP 2016 - Grant 2	ESOP 2016 - Grant 3	ESOP 2016 - Grant 4
Cumulative intrinsic value of the options granted net of expected forfeiture (₹)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Expected forfeiture rate per annum	10% (10%)	10% (10%)	10% (10%)	10% (10%)	10% (10%)	10% (10%)	10% (10%)
Amount expensed during the year under intrinsic value method (₹)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Additional charge under fair value method of accounting cost (₹)	- (-)	- (-)	- (-)	-26,856,525 (17,586,275)	-6,087,761 (8,463,966)	-3,328 (7,178)	20,915 (10,076)

Notes forming part of the consolidated financial statements (contd..)

36. Employee Stock Option Plans: (contd...)

(B) Accounting of employee share based compensation cost:

Plan	ESOP 2016 - Grant 5	ESOP 2016 - Grant 6	ESOP 2016 - Grant 7	ESOP 2017 Tranche 1	ESOP 2017 Special	ESOP 2017 Tranche 2
Cumulative intrinsic value of the options granted net of expected forfeiture (₹)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Expected forfeiture rate per annum	10% (-)	10% (-)	10% (-)	10% (10%)	10% (-)	10% (-)
Amount expended during the year under intrinsic value method (₹)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Additional charge under fair value method of accounting cost (₹)	5,630,006 (-)	241,788 (-)	34,566 (-)	23,665,980 (5,833,905)	5,338,005 (-)	138,790 (-)

Note: Previous year figures are given in brackets.

(C) Details of fair value method of accounting for employee compensation cost using Black-Scholes options pricing model are as follows:

Plan	ESOP 2010 - Tranche II	ESOP 2010 - Tranche III	ESOP 2010 - Tranche IV	ESOP 2016 - Grant 1	ESOP 2016 - Grant 2	ESOP 2016 - Grant 3	ESOP 2016 - Grant 4
Weighted average fair value per option (₹)	4.71	5.70	16.64	13.45	37.48	38.37	33.57
Market price relevant for grant (₹)	20.55	23.95	41.45	41.60	117.40	117.35	101.25
Weighted average share price as on the date of exercise during the year (₹)	NA	16 May 18 - 99.60 02 Aug 18 - 81.45	16 May 18 - 99.60 02 Aug 18 - 81.45 24 Oct 18 - 41.75 17 Jan 19 - 45.05 26 Mar 19 - 39.90	02 Aug 18 - 81.45 24 Oct 18 - 41.75 17 Jan 19 - 45.05	NA	NA	NA
Expected annual volatility of shares	39%	42%	66%	35%	37%	39%	40%
Expected dividend yield	4.04%	4.59%	0.46%	2.00%	1.20%	1.20%	1.20%
Risk free interest rate	8.00%	8.00%	8.00%	6.70% - 6.90%	6.10% - 6.30%	6.70% - 6.90%	6.80% - 7.00%
Expected life (in years)	2.0	2.0	2.0	2.7 - 5.7	2.6 - 4.6	2.7 - 4.2	2.5 - 4.0

Plan	ESOP 2016 - Grant 5	ESOP 2016 - Grant 6	ESOP 2016 - Grant 7	ESOP 2017 Tranche 1	ESOP 2017 Special	ESOP 2017 Tranche 2
Weighted average fair value per option (₹)	27.58	12.67	11.15	33.77	27.03	10.74
Market price relevant for grant (₹)	101.15	44.10	39.75	117.35	98.20	39.75
Weighted average share price as on the date of exercise during the year (₹)	NA	NA	NA	NA	NA	NA
Expected annual volatility of shares	39%	37%	39%	39%	39%	39%
Expected dividend yield	2.20%	2.20%	2.20%	1.20%	2.20%	2.20%
Risk free interest rate	7.00%	6.90% - 7.00%	6.50% - 6.60%	6.70%	7.20%	6.50%
Expected life (in years)	2.5	2.8 - 3.3	2.5 - 3.0	2.5	2.5	2.5

Annualised volatility is computed using the high and low market price of the Company's share over the one year period prior to the date of grant. It is assumed that employees would exercise the options immediately on vesting. The historical volatility of the Company's share price is higher than the volatility considered above. However, the Company expects the volatility of its share price to reduce as it matures.

Notes forming part of the consolidated financial statements (contd..)

36. Employee Stock Option Plans: (contd...)

- (D) The impact on basic and diluted earnings per share for the year, had the Company followed fair value method of accounting for employee share based compensation cost is as follows:

Particulars	Year ended 31 March 2019 ₹	Year ended 31 March 2018 ₹
Profit for the year (as reported)	354,577,775	732,362,795
Add: Expense on employee stock option plans under intrinsic value method	-	-
Less: Expense on employee stock option plans under fair value method	2,122,436	31,901,400
Profit for the year (proforma)	352,455,339	700,461,395
Basic earnings per share (as reported)	1.49	3.09
Basic earnings per share (proforma)	1.48	2.96
Diluted earnings per share (as reported)	1.48	3.03
Diluted earnings per share (proforma)	1.47	2.90

37. Details of provisions

Particulars	As at 31 March 2018 ₹	Additions ₹	Utilisations ₹	Reversals ₹	As at 31 March 2019 ₹
Provision against standard assets	153,114	5,179	-	-	158,293
Provision for non performing assets	1,274,735,447	-	-	9,607,953	1,265,127,494
Provision for warranty	700,840	-	-	700,840	-

38. Details of assets under the portfolio management scheme are as follows:

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
Number of clients	656	520
Original cost of assets under management – ₹	1,662,255,835	740,696,027
Represented by:		
(a) Bank balance – ₹	80,068,301	46,031,024
(b) Cost of portfolio holdings – ₹	1,582,187,534	694,665,003
Total	1,662,255,835	740,696,027
Net asset value of portfolio under management – ₹	1,945,872,466	1,508,005,485

Notes forming part of the consolidated financial statements (contd..)

- 39.** During the year ended 31 March 2019, the National Company Law Tribunal has approved the scheme of amalgamation in the nature of merger of Geojit Financial Management Services Private Limited - GFMSPL (subsidiary) and Geojit Financial Distribution Private Limited - GFDPL (step down subsidiary) with the Geojit Investment Services Limited - GISL (subsidiary), with effect from 1 April 2015 and the certified copies of the said orders were duly filed with the Registrar of Companies on 29 August 2018, the effective date of the Scheme. The amalgamation has been accounted for under the pooling of interest method as prescribed by the Accounting Standard (AS 14 - Accounting for Amalgamations) issued by The Institute of Chartered Accountants of India. Accordingly, the assets, liabilities and reserves of erstwhile GFMSPL and GFDPL have been taken over at their books values by GISL.
- 40.** Additional information on net assets and share of profits of the Company, its subsidiaries, associates and joint ventures as considered in the Consolidated Financial Statements (as required by Paragraph 2 of the General instructions for preparation of consolidated financial statements to Schedule III to the Companies Act, 2013):

Name of the entity	Net assets (i.e., total assets minus total liabilities)		Share of profit or loss	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit or loss	Amount ₹
A. Parent:				
Geojit Financial Services Limited	76%	4,088,687,025	83%	293,255,563
B. Subsidiaries:				
Indian:				
Geojit Investment Services Limited (Refer Note 39)	2%	131,433,968	(16%)	(54,988,628)
Geojit Technologies Private Limited	31%	1,671,926,178	38%	133,214,459
Geojit Credits Private Limited	1%	39,391,950	2%	5,654,352
Geojit Techloan Private Limited	0%	454,342	0%	(45,658)
Foreign:				
Qurum Business Group Geojit Securities LLC, Oman	0%	15,621,765	0%	(937,310)
C. Minority interest in all subsidiaries	(10%)	(597,142,911)	(13%)	(46,497,634)
D. Associate (Investment as per the equity method)				
Foreign:				
BBK Geojit Financial Services KSC, Kuwait	0%	12,808,705	0%	(600,581)
E. Jointly controlled entities (as per proportionate consolidation)				
Foreign:				
Barjeel Geojit Financial Services LLC (Formerly Barjeel Geojit Securities LLC), UAE	1%	77,722,633	5%	19,332,193
Aloula Geojit Capital Company, Saudi Arabia	3%	144,953,511	(12%)	(41,086,352)
Eliminations / adjustments	(4%)	(204,597,500)	13%	47,277,371
Total	100%	5,381,259,666	100%	354,577,775

Notes forming part of the consolidated financial statements (contd..)

41. Corporate social responsibility expenses

- (a) Gross amount required to be spent by the Group during the year: ₹ 19,026,123/- (Previous year: ₹ 18,922,685/-)
- (b) Amount spent during the year on:

Activity	Paid in cash	Yet to be paid in cash	Total
	₹	₹	₹
(i) Construction / acquisition of any asset	-	-	-
	-	-	-
(ii) On purposes other than (i) above	22,258,499	-	22,258,499
	<i>18,922,685</i>	-	<i>18,922,685</i>

Note: Figures in italics relate to the previous year.

42. Subsequent events

Dividends

On 30 May 2019, the Board of Directors of the Company have proposed a final dividend of ₹ 1/- per share in respect of the year ended 31 March 2019 subject to the approval of shareholders at the Annual General Meeting.

43. Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

As per our report of even date attached
for **BSR & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/W-100024

N Sampath Ganesh

Partner
Membership No.: 042554

Place : Mumbai
Date : 30 May 2019

for and on behalf of the Board of Directors of
Geojit Financial Services Limited
(Formerly known as Geojit BNP Paribas Financial Services Limited)
CIN : L67120KL1994PLC008403

R. Bupathy

Chairman
DIN : 00022911
Sanjeev Kumar Rajan
Chief Financial Officer
Place : Kochi
Date : 30 May 2019

C.J. George

Managing Director
DIN : 00003132
Liju K. Johnson
Company Secretary

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES

(Pursuant to first proviso to sub section(3) of Section 129 of Companies Act 2013 read with Rule 5 of the Companies (Account) Rules, 2014- AOC-1)

Part A : Subsidiaries

₹ in million

Particulars	Geojit Credits Private Limited	Geojit Investment Services Limited	Geojit Technologies Private Limited	Geojit Techloan Private Limited	Qurum Business Group Geojit Securities LLC
Financial Period Ended	31-Mar-19	31-Mar-19	31-Mar-19	31-Mar-19	31-Dec-18
Exchange Rate	₹	₹	₹	₹	181.238
Paid up share capital	1,231.66	67.00	11.54	0.50	45.31
Reserves & Surplus	(1,192.26)	64.43	1,660.39	(0.05)	(29.12)
Total Assets	1,340.24	136.40	1,693.98	0.47	23.14
Total liabilities (excluding capital and reserves)	1,300.84	4.97	22.05	0.01	6.96
Investments (including investment in subsidiaries)	1.50	112.78	355.00	-	-
Turnover (Gross income from operations)	15.55	1.99	165.30	-	26.48
Profit /(Loss) before taxation	5.65	6.00	167.56	(0.05)	2.44
Provision for taxation	-	60.99	34.34	(0.01)	-
Profit after taxation	5.65	(54.99)	133.21	(0.05)	2.44
Proposed dividend (including corporate dividend tax)	-	-	-	-	-
% of shareholding	67.75*	100	65	100	51

*Apart from 67.75% held by Geojit Financial Services Limited, 26.39% of stake in Geojit Credits Private Limited is held by Geojit Investment Services Limited, a wholly owned subsidiary of the Company.

Name of subsidiaries which are yet to commence operations : Geojit Techloan Private Limited

Name of subsidiaries which have been liquidated / sold during the year : Geojit Financial Management Services Private Limited and Geojit Financial Distribution Private Limited merged with Geojit Investment Services Limited

For and on behalf of the Board of Directors

R. Bupathy
Chairman
DIN : 00022911

C. J. George
Managing Director
DIN 00003132

Sanjeev Kumar Rajan
Chief Financial Officer

Liju K. Johnson
Company Secretary

Place : Kochi

Date : 30.05.2019

Part B : Associates and Joint Ventures**Statement pursuant to Section 129(3) of the Companies Act 2013 related to Associate Companies and Joint Ventures**

Sl No.	Name of associate / joint ventures	Latest audited balance sheet date	Shares of associate / joint ventures held by the Company as at March 31, 2019		Extent of holding %	Amount of investments in associate / joint ventures (₹ in Million)	Network attributable to shareholding as per latest audited balance sheet (₹ in Million)	Profit / (Loss) for the year		Description of how there is a significant influence	Reason of non-consolidation of the associate / joint ventures
			No. of shares					Considered in consolidation	Not considered in consolidation		
1	BBK Geojit Securities KSC	31-Dec-18	1,500,000		30%	26.55	20.32	(0.60)	-	Due to % of Share Capital	NA
2	Barjeel Geojit Financial Services LLC (Formerly known as Barjeel Geojit Securities LLC)	31-Mar-18	1,500		30%	19.14	81.86	19.33	-		NA
3	Aloula Geojit Capital Company	31-Dec-17	1,400,000		28%	301.99	141.65	(41.09)	-		NA

Name of associates / joint ventures which are yet to commence operations

Name of associates / joint ventures which have been liquidated/sold during the year

For and on behalf of the Board of Directors**R. Bupathy**

Chairman

DIN : 00022911

C. J. George

Managing Director

DIN 00003132

Sanjeev Kumar Rajan

Chief Financial Officer

Liju K. Johnson

Company Secretary

Place : Kochi

Date : 30.05.2019

Notice

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of Geojit Financial Services Limited will be held on Wednesday, August 07, 2019 at 4.00 PM at The Renai Cochin, Palarivattom, Kochi, Kerala - 682025 to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.

Item No. 2 - Dividend

To declare a final dividend of ₹ 1/-per equity share for the financial year 2018-19.

Item No. 3 - Appointment of Director

To appoint a Director in place of Mr. Punnoose George (DIN 00049968) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 - Appointment of Ms. Mohana Nair as Independent Director of the Company

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Ms. Mohana Nair (DIN 00366873), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from August 02 2018, who by virtue of the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT, pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Ms. Mohana Nair (DIN 00366873), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, as amended from time to time and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from August 02, 2018 upto August 01, 2023.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution the Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

Item No.5 - To consider obtaining loan/guarantee/security in connection with any loan taken, from Geojit Technologies (P) Ltd, Subsidiary Company.

To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, in partial modification to the resolution passed in the Annual General Meeting held on August 02, 2018 and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and pursuant to the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to obtain loan(s) in one or more tranches from, and/or obtain guarantee(s), and/or obtain security(ies) in connection with any obligation of the Company, from Geojit Technologies Private Limited, a subsidiary company of an aggregate outstanding amount not exceeding ₹1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) at any given point of time, as under."

Name of the Related Party	Geojit Technologies (P) Ltd.
Nature of the transaction	Obtaining loan and/or obtain guarantee(s), and/or obtain security(ies) in connection with any obligation of the Company
Nature of relationship	Subsidiary Company
Material Terms and particulars of the contract/ arrangement	The loan will be unsecured and repayable on demand. The interest will be not less than base lending rate of State Bank of India and not more than 200 basis point from the base lending rate of State Bank of India Obtaining Corporate Guarantee from various Bankers will be based on terms and conditions agreed with respective Bankers.
Monetary value in ₹	Upto an aggregate limit of ₹ 150 Crores.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which term shall be deemed to include its "Committee of Directors"), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with Geojit Technologies (P) Ltd and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

Item No. 6- To appoint Mr. Satish Menon as a Whole-time Director of the Company and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors vide their respective meetings held on 01.03.2018 and 02.08.2018, approval of the members be and is hereby accorded to appoint Mr. Satish Menon (DIN: 02277331) as a Whole-time Director, designated as Executive Director of the Company, liable to retire by rotation for a period of 5 (five) years from August 02, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT, where during the terms of employment of Mr. Satish Menon as a Whole-time Director, if in any financial year the Company has no profits or inadequate profits, the remuneration payable to Mr. Satish Menon, Whole-time Director including salary, perquisites and other allowances shall be governed and be subject to such approvals if any, as may be required and subject to such conditions and ceiling, if any, as may be prescribed from time to time u/s 196, 197 read with Schedule V of the Companies Act, 2013 or such other limits, conditions as may be prescribed by the Government from time to time as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

Item No. 7- To appoint Mr. A Balakrishnan as a Whole-time Director of the Company and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors vide their respective meetings held on 01.03.2018 and 02.08.2018, approval of the members be and is hereby accorded to appoint Mr. A Balakrishnan (DIN: 00050016) as a Whole-time Director, designated as Executive Director of the Company, liable to retire by rotation for a period of 5 (five) years from August 02, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT, where during the terms of employment of Mr. A Balakrishnan as a Whole-time Director, if any, financial year the Company has no profits or inadequate profits, the remuneration payable to Mr. A Balakrishnan, Whole-time Director including salary, perquisites and other allowances shall be governed and be subject to such approvals if any, as may be required and subject to such conditions and ceiling, if any, as may be prescribed from time to time u/s 196, 197 read with Schedule V of the Companies Act, 2013 or such other limits, conditions as may be prescribed by the Government from time to time as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 101(2) OF THE COMPANIES ACT, 2013.

Item No: 4

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated May 16, 2018, and Board of Directors vide its resolution dated August 02, 2018, had appointed Ms. Mohana Nair (DIN 00366873) as an Additional Director (Non-Executive Independent) with effect from August 02, 2018 in accordance with the provision of Section 161 of the Act and Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Mohana Nair (DIN 00366873) holds office up to the conclusion of the ensuing Annual General Meeting.

The Company has received from Ms. Mohana Nair (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Board evaluated the performance of Ms. Mohana Nair based on her qualification and experience. The Board observed that Ms. Nair has adequate understanding and knowledge of the Company and the industry. She also has independent views and judgment about the activities of the Company and effectively contributes to the Board.

In the opinion of the Board, Ms. Mohana Nair fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, for her appointment as a Non-Executive Independent Director of the Company and is independent of the management.

The Copy of the draft letter for appointment of Ms. Mohana Nair as an Independent Non-Executive Director setting out terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, up to and including the date of AGM of the Company and same will also be available for inspection by members during the Annual General Meeting. The said Letter of Appointment is also available on the website of the

Company and can be accessed at www.geojit.com.

Brief profile, expertise/experience, disclosure as required under Secretarial Standards 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings is given as an Annexure to the Notice.

The Board accordingly recommends the Resolutions set out in Item No. 4 of the accompanying notice for approval by the members of the Company as an Ordinary Resolution.

Ms. Mohana Nair is not related to any other Director and Key Managerial Personnel of the Company. Ms. Nair does not hold any Equity Share in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Mohana Nair and her relatives, are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No.4 of the accompanying Notice.

Item No: 5

Geojit Technologies (P) Ltd (GTL), a subsidiary company is a software solutions provider wherein your company holds 65% of its capital. It is proposed to take approval from shareholders to obtain loan, guarantee, security from GTL in connection with any obligations of the Company.

The aforesaid loan will be unsecured and repayable on demand. The interest will be not less than base lending rate of State Bank of India and not more than 200 basis points from the base lending rate of State Bank of India. The Company may consider obtaining guarantee(s) and/or security(ies) in connection with any loan taken by the Company from GTL. The Company proposes to use the said loan(s)/guarantee(s)/security(ies) for its principal business activities and the matters connected and incidental thereto.

GTL being a subsidiary company, consent of the shareholders is required for material related party transactions pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). In view of the aforesaid provisions, consent of the members is being sought by way of an Ordinary Resolution for obtaining loan(s) and/or obtaining guarantee(s) and/or security(ies) in connection with any loan taken/ to be taken by the Company for an aggregate outstanding amount not exceeding ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore only) on the terms mentioned in the resolution set out at item no. 5 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 5 to be passed as an Ordinary Resolution by the members.

Except M/s BNP Paribas S.A., which holds 35% stake in GTL, Mr. Punnoose George, being Director of GTL and the Company and to the extent of his shareholding in Geojit Financial Services Limited, Mr. R Bupathy (Independent Director of the Company and GTL) and Mr. A Balakrishnan being Director of GTL and Whole-time Director of the Company, none of the other Promoters, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

It is proposed to seek members' approval for the appointment of Mr. Satish Menon and remuneration payable to him as a Whole-time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Mr. Satish Menon are as under:

Item No: 6

The Board of Directors of the Company ("the Board") at its meeting held on August 02, 2018 has subject to the approval of members, appointed Mr. Satish Menon (DIN: 02277331) as a Whole-time Director for a period of 5 (five) years from August 02, 2018, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

Pay Element	Monthly	Annually
Basic	272,000	
House Rent Allowance	48,000	
Academic Allowance	5,000	
Medical Reimbursement	1,250	
Education Allowance	1,150	
Meals Voucher	2,000	
Residence Phone - Reimbursement	2,000	
House Utilities - Reimbursement (Telecommunications, gas, electricity, water, housing society charges, salary of domestic help, maintenance of furnishings in the house occupied by the Director)	11,300	
Special Allowance	112,000	
Gross Salary	454,700	
Provident Fund- Employer	32,640	
Monthly CTC	487,340	5,848,080
Leave Travel Concession		140,000
Mediclaime Premium (5 lacs coverage)		
Personal Accident Premium (20 lacs)		
Perquisites:		
1. Car with Driver		
2. Reimbursement of expenses actually and properly incurred by the Director for the business of the Company		
3. Leave and Leave encashment as per the Leave Policy of the Company		
4. Overseas Travel Insurance Premium for USD 300,000		
5. Annual Membership in Two Professional Bodies		
6. Annual Membership in one Club		
Annual Increment	Upto 10% subject to the decision of the Board every year	
Commission	Annually payable, 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 every year subject to the maximum limit not exceeding 0.5% of the PBT calculated in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.	
Period of Contract	5 years from August 02, 2018 to August 01, 2023	

Brief profile, expertise/experience, disclosure as required under Secretarial Standards 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings is given as an Annexure to the Notice.

The Board accordingly recommends the Resolutions set out in Item No. 6 of the accompanying notice for approval by the members of the Company as a Special Resolution.

Mr. Satish Menon is not related to any other Director and Key Managerial Personnel of the Company. Mr. Satish holds 6,35,578 Equity Shares of ₹1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Satish Menon and his relatives, are concerned or interested, financially or otherwise, in the aforesaid resolution mentioned at Item No.6 of the accompanying Notice.

Item No: 7

The Board of Directors of the Company ("the Board") at its meeting held on August 02, 2018 has subject to the approval of members, appointed Mr. A Balakrishnan (DIN: 00050016) as a Whole-time Director for a period of 5 (five) years from August 02, 2018, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment of Mr. A Balakrishnan and remuneration payable to him as a Whole-time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Mr. A Balakrishnan are as under:

Pay Element	Monthly	Annually
Basic	272,000	
House Rent Allowance	48,000	
Academic Allowance	5,000	
Medical Reimbursement	1,250	
Education Allowance	1,150	
Meals Voucher	2,000	
Residence Phone - Reimbursement	2,000	
House Utilities - Reimbursement (Telecommunications, gas, electricity, water, housing society charges, salary of domestic help, maintenance of furnishings in the house occupied by the Director)	11,300	
Special Allowance	112,000	
Gross Salary	454,700	
Provident Fund- Employer	32,640	
Monthly CTC	487,340	5,848,080
Leave Travel Concession		140,000
Mediclaime Premium (5 lacs coverage)		
Personal Accident Premium (20 lacs)		
Perquisites:		
1. Car with Driver		
2. Reimbursement of expenses actually and properly incurred by the Director for the business of the Company		
3. Leave and Leave encashment as per the Leave Policy of the Company		
4. Overseas Travel Insurance Premium for USD 300,000		
5. Annual Membership in Two Professional Bodies		
6. Annual Membership in one Club		
Annual Increment	Upto 10% subject to the decision of the Board every year	
Commission	Annually payable, 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 every year subject to the maximum limit not exceeding 0.5% of the PBT calculated in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.	
Period of Contract	5 years from August 02,2018 to August 01, 2023	

Brief profile, expertise/experience, disclosure as required under Secretarial Standards 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings is given as an Annexure to the Notice.

The Board accordingly recommends the Resolutions set out in Item No. 7 of the accompanying notice for approval by the members of the Company as a Special Resolution.

Mr. A Balakrishnan is not related to any other Director and Key Managerial Personnel of the Company. Mr. Balakrishnan holds 2,38,802 Equity Shares of ₹1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. A Balakrishnan and his relatives, are concerned or interested, financially or otherwise, in the aforesaid resolution mentioned at Item No.7 of the accompanying Notice.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

Place: Kochi
Date: 30.05.2019

GEOJIT FINANCIAL SERVICES LIMITED
Registered Office: 34/659-P, Civil Line Road
Padivattom, Kochi – 682024, Kerala, India
Corporate Identity Number (CIN): L67120KL1994PLC008403
E mail – mailus@geojit.com, Website: www.geojit.com
Phone: 0484-2901000, Fax: 0484-2979695

IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business as set out in Item No. 4 to 7 and relevant details in respect of Item no. 3 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard on General Meeting (SS-2) are annexed hereto.
5. Members/Proxies/Authorised representatives are requested to bring their copy of Annual Report and Attendance Slip duly filled in and signed and handover the same at the entrance of the hall.
6. Electronic copy of the Annual Report for 2018-19, the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
7. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.geojit.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during business hours on all working days except Saturday(s), Sunday(s) and Public Holidays upto and at the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: companysecretary@geojit.com.

8. Members holding shares in physical mode are requested to register their e-mail ID's with the Registrar & Share Transfer Agents (RTA) of the Company - M/s. S.K.D.C. Consultants Limited and members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar & Share Transfer Agents of the Company in respect of shares held in physical form and to DP's in respect of shares held in electronic form.

9. Members are requested to address all correspondences, change in their bank account details, including dividend matters, to the Registrar & Share Transfer Agents M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu-641006 (Email: info@skdc-consultants.com).
10. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
11. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2010-11 from time to time to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, and the rules made there under, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company and also on the website of the Ministry of Corporate Affairs.

Members are also requested to note that dividend that are not claimed within seven years from the date of transfer to the Company's unpaid dividend account will, as per Section 124 of Companies Act 2013 ("Act") be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable Rules.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Members holding shares in physical form are requested to dematerialize their shares. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank Account Details to SKDC Consultants Limited ("RTA")/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are also requested to submit the aforesaid information to their respective Depository Participant. Members holding shares in physical form can submit their PAN details to the Company or the RTA. Members holding shares in physical form are also requested to quote their PAN details on the share transfer deed submitted for transfer of their shares.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from Statutory Auditors of the Company as stipulated under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended will be available for inspection by the members upto and at the Annual General Meeting.
16. The Register of Members and Share Transfer Books will remain closed from July 25, 2019 to July 26, 2019 (both days inclusive) for the purpose of payment of the final dividend for the financial year 2018-19 and the AGM. Dividend as recommended by the Board, if declared, at the meeting will be paid within a period of 30 days from the date of declaration to those members whose name appear on the Register of Members as of close of the business hours on July 24, 2019. The Board recommended a final dividend of ₹ 1 per equity share.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection

at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturday(s), Sunday(s) & Public Holiday(s), up to the date of the Annual General Meeting of the Company and at the meeting.

18. A route map showing directions to reach the venue of 25th AGM is given at the end of this Notice as per the requirement of Secretarial Standards -2 on "General Meeting."

19. Voting Through Electronic means

1. Pursuant to Section 108 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) of the Company by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services. The Members may cast their vote using an electronic voting system from a place other than the venue of the meeting.
2. The facility of casting the votes by the members using an electronic system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
4. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. **The remote e-voting period commences on Sunday, 4th August 2019 (9:00 am) and ends on Tuesday, 6th**

August 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in demat form, as on the **cut - off date of Wednesday, 31st July, 2019**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut - off date should treat this notice for information purpose only.
7. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holds shares as on the **cut-off date i.e; Wednesday, 31st July, 2019**, may obtain the Log-in ID and Password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing Log-in ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

8. The instructions for remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
20. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu- 641006 (Email: info@skdc-consultants.com). For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
21. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
22. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No.A21438

Place: Kochi
 Date: 30.05.2019
 GEOJIT FINANCIAL SERVICES LIMITED
 Registered Office: 34/659-P, Civil Line Road
 Padivattom, Kochi – 682024, Kerala, India
 Corporate Identity Number (CIN): L67120KL1994PLC008403
 E mail – mailus@geojit.com, Website: www.geojit.com
 Phone: 0484-2901000, Fax: 0484-2979695

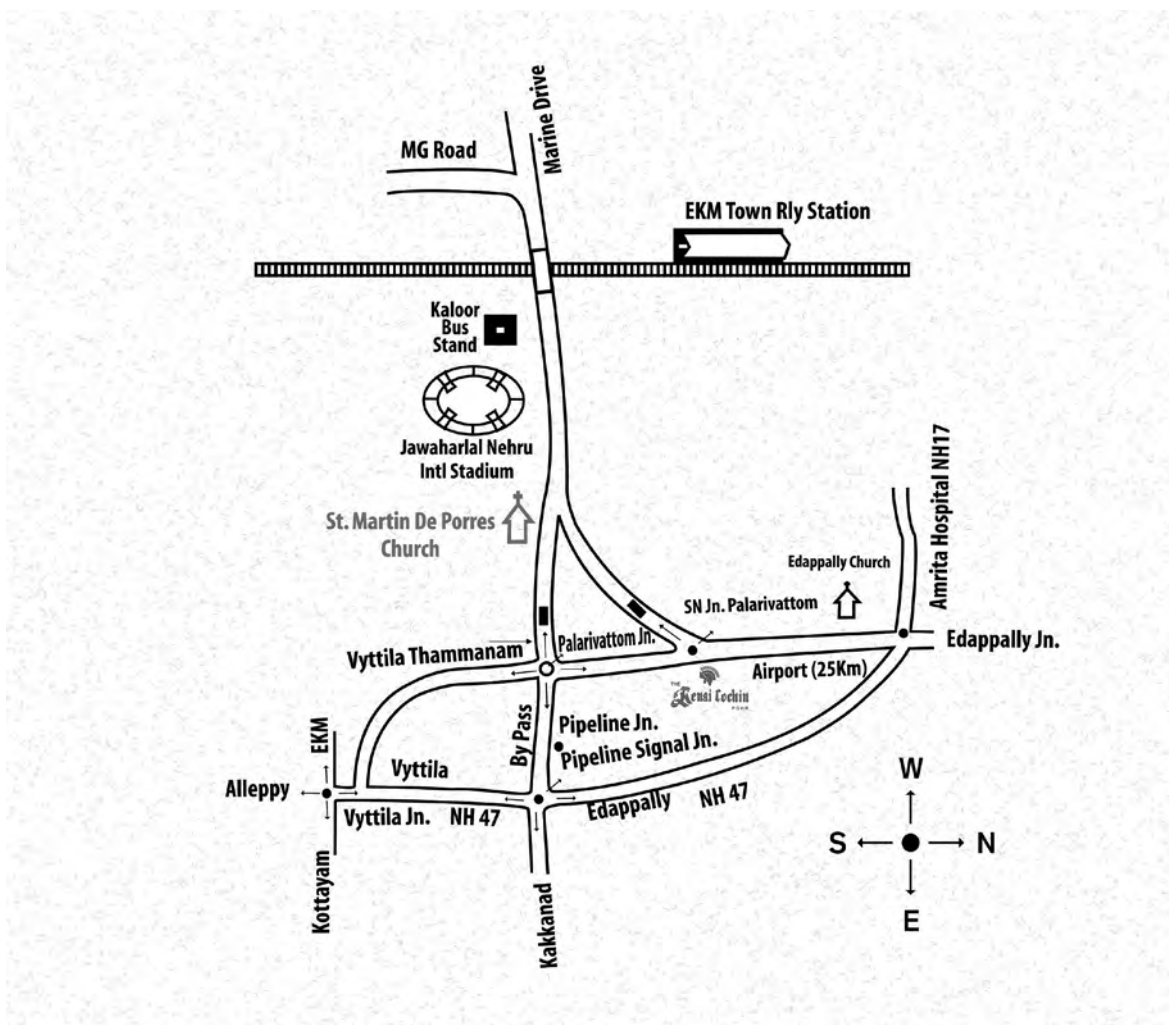
Details of the Director seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Punnoose George	Ms. Mohana Raj Nair	Mr. Satish Menon	Mr. A Balakrishnan
Date of Birth & Age	26-05-1959, 60 yrs	21-06-1951, 68 yrs	16-07-1970, 49 yrs	29-05-1964, 55 yrs
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment on Board	29-04-1995	02-08-2018	02-08-2018	02-08-2018
Qualifications	B.Sc. Engg., LLM	M.Sc. (Electronics), LLB, Diploma ICWAI, CFP in Financial Management	ICWAI, CFP	M.Sc., PGDCS, PGDBM
Shareholding in Geojit Financial Services Ltd. (as on 31 March, 2019)	99,25,000 equity shares of ₹ 1/- each	Nil	6,35,578 equity shares of ₹ 1/- each	2,38,802 equity shares of ₹ 1/- each
Brief profile, experience and expertise in specific functional area	He is an industrialist of repute with interests in manufacturing industries, plantations and educational institutions. He is the Executive Director of Kottukulam Group - Kottayam, Executive Chairman - SAINTGITS Group of Institutions, Director and Partner of M/s. Concrete Products & Construction Company, Madras Group of Companies and Director of M/s. Youth Empowerment Skills Foundation.	Ms. Mohana Nair has 35 years of experience as an advocate practising in the High Court of Mumbai and is also an advisor to several corporate banks and financial institutions. Her areas of specialization are Corporate and Commercial Law, Intellectual Property and Litigation, and other civil matters. She is currently on the Boards of Ugam Solutions Private Ltd, AGR Knowledge Services Pvt Ltd, StratBiz Consulting Pvt Ltd (Avalon Securities, Kuwait. In 2016, he was awarded "Manager of the Year" by Kerala Management Association (KMA).	Mr. Satish Menon holds a Bachelor of Commerce degree from Bombay University and is a qualified Associate Cost and Works Accountant (AICWA) and a Certified Financial Planner (CFP). He joined Geojit in 1999 and has been instrumental in spearheading the transformation of Geojit into a technology-driven retail financial services intermediary that has pioneered many innovations over the years to enhance client's trading experience. In 2009, he was awarded the Kerala "Manager of the Year" Award and in 2011 and 2013 was conferred the CIO100 Award by IDG India's CIO Magazine.	Mr. A Balakrishnan was the Managing Director of Geojit Technologies (P) Ltd and Director of Barjeel Geojit Financial Services LLC, Dubai. He joined Geojit in 1998 and has been instrumental in spearheading the transformation of Geojit into a technology-driven retail financial services intermediary that has pioneered many innovations over the years to enhance client's trading experience. In 2009, he was awarded the Kerala "Manager of the Year" Award and in 2011 and 2013 was conferred the CIO100 Award by IDG India's CIO Magazine.
Director of other Indian Companies	1. Kottukulam Engineers Pvt. Ltd 2. Unity Realtors Pvt. Ltd. 3. Geojit Technologies Pvt. Ltd. 4. Yulfono Estates Pvt. Ltd. 5. Youth Empowerment Skills Foundation	1. Ugam Solutions SEZ Pvt. Ltd. 2. Ugam Solutions Pvt. Ltd. 3. Stratbiz Consulting Pvt. Ltd. 4. AGR Knowledge Services Pvt. Ltd.	1. Geojit Techloan Private Limited	1. Geojit Investment Services Limited 2. Geojit Technologies Private Limited 3. Geojit Techloan Private Limited

Name of the Director	Mr. Punnoose George	Ms. Mohana Raj Nair	Mr. Satish Menon	Mr. A Balakrishnan
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a Director	I. Member of Stakeholders' Relationship Committee 1. Geojit Financial Services Limited II. Member of Corporate Social Responsibility Committee 1. Geojit Financial Services Limited 2. Geojit Technologies Private Limited	I. Member of Audit Committee 1. Ugam Solutions SEZ Pvt. Ltd. 2. Ugam Solutions Pvt. Ltd II. Member of Corporate Social Responsibility Committee 1. Ugam Solutions SEZ Pvt. Ltd. - Chairperson 2. Ugam Solutions Pvt. Ltd -Chairperson	Nil	I. Member of Corporate Social Responsibility Committee 1. Geojit Technologies Private Limited
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	Appointed as Non Executive Director liable to retire by rotation. He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings. ₹ 2,60,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2018-19.	Appointed as Additional Director (Independent), not liable to retire by rotation. She is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings. ₹ 80,000/- was paid as sitting fees for attending Board Meetings in the FY 2018-19.	Appointed as Whole-time Director. He is eligible for remuneration as per the details provided under Item 6 of Explanatory Statement	Appointed as Whole-time Director. He is eligible for remuneration as per the details provided under Item 7 of Explanatory Statement
The Number of Meetings of the Board attended during the year	Six out of seven meetings for FY 2018-19	Two Meetings post the appointment date (02.08.2018) out of seven meetings for FY 2018-19.	Three Meetings post the appointment date (02.08.2018) out of seven meetings for FY 2018-19.	Three Meetings post the appointment date (02.08.2018) out of seven meetings for FY 2018-19.
Relationships with other Directors, Manager and other Key Managerial Personnel	None	None	None	None

Route map to the 25th AGM venue



Prominent Landmark: Near Palarivattom Metro Station

GEOJIT FINANCIAL SERVICES LIMITED

CIN : L67120KL1994PLC008403

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

Tel: 0484 2901000 | Fax: 0484 2979695 | e-mail: mailus@geojit.com | www.geojit.com

ATTENDANCE SLIP**25TH ANNUAL GENERAL MEETING - AUGUST 07, 2019**

DP ID		CLIENT ID	
FOLIO NO.		No. of shares	

I certify that I am a member of the Company/proxy/authorized representative for the member of the Company. I hereby record my presence at the **25th Annual General Meeting** of the Company at "The Renai Cochin", Palarivattom, Kochi, Kerala - 682025 held on Wednesday, August 07, 2019 at 4.00 p.m.

Signature of the Shareholder/Proxy_____
Name of the Shareholder/Proxy

Note: Please fill up this Attendance Slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS		
EVEN (e-voting event number)	User ID	Password

Note: Please read instructions given at Note No.19 of the Notice of the 25th Annual General Meeting carefully before voting electronically.

GEOJIT FINANCIAL SERVICES LIMITED

CIN : L67120KL1994PLC008403

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

Tel: 0484 2901000 | Fax: 0484 2979695 | e-mail: mailus@geojit.com | www.geojit.com

PROXY FORM

25TH ANNUAL GENERAL MEETING - AUGUST 07, 2019

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :					
Registered address :					
Email ID :					
DP ID:		CLIENT ID:		FOLIO NO:	

I / We, being the member(s) of _____ shares of Geojit Financial Services Limited, hereby appoint:

- (1) Name : _____
- Address : _____
- E-mail ID : _____
- Signature : _____ or failing him/her; _____
- (2) Name : _____
- Address : _____
- E-mail ID : _____
- Signature : _____ or failing him/her; _____
- (3) Name : _____
- Address : _____
- E-mail ID : _____
- Signature : _____ or failing him/her; _____

And whose signatures are appended below as my / our proxy to attend and vote for me / us and on my / our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, August 07, 2019 at 4.00 p.m. at "The Renai Cochin", Palarivattom, Kochi, Kerala – 682 025 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below

Sl No	Resolutions	*Vote	
		For	Against
	Ordinary Business		
1.	Consider and adopt a) Audited Standalone Financial Statement, report of the Board of Directors and Auditors for the financial year ended March 31, 2019. b) Audited Consolidated Financial Statement for the financial year ended March 31, 2019.		
2	To declare a final dividend of ₹1/- per equity shares for the financial year 2018-19		
3	Appointment of Mr. Punnoose George, as Director who retires by rotation, being eligible, offers himself for re-appointment.		
	Special Business		
4	Appointment of Ms. Mohana Nair as Independent Director of the Company		
5	To consider obtaining loan/guarantee/security from Geojit Technologies (P) Ltd, Subsidiary Company.		
6	To consider appointment of Mr. Satish Menon as Whole-time Director		
7	To consider appointment of Mr. A Balakrishnan as Whole-time Director		

Signed this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions and Notes, please refer to the Notice of 25th AGM.
3. *Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
4. A Proxy need not be a member of the Company.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

[illegible]

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