



Annex-A

**Secretarial compliance report of Geojit Financial Services Limited for
the year ended 31.03.2020**

We have examined the relevant books, registers and records of Geojit Financial Services Limited (CIN. L67120KL1994PLC008403), 11th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi, Kerala-682024 required for the purpose of issuance of Compliance certificate under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") under vide notification CIR/CFD/CMD1/27/2019 dated 08.02.2019 issued by SEBI. After verification we report that -:

- a. all the documents and records made available to us and explanation provided by Geojit Financial Services Limited (here in after called as the listed entity)
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d.) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i) other regulations as applicable and circulars/ guidelines issued there under; and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under: NIL

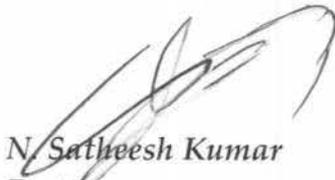


Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
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(d)The listed entity has taken the following actions to comply with the observations made in previous reports: Not applicable.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

For Satheesh and Remesh, Company Secretaries


N. Satheesh Kumar
Partner
CP No. 6607 M.No 16543



Date.25.06.2020

Place . Kochi

UIN - A016543B000380027.