

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

(Please scan this QR code to view the Letter of Offer)

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF GEOJIT FINANCIAL SERVICES LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY

This is an Abridged Letter of Offer containing salient features of the letter of offer dated September 30, 2024 (“**Letter of Offer**”), which is available on the websites of our Company, Registrar, the Lead Manager, and the stock exchanges i.e., BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”, and together with BSE, the “**Stock Exchanges**”). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Our Company has made available on the Registrar’s website at www.linkintime.co.in the Letter of Offer, this Abridged Letter of Offer along with the Rights Entitlement and Application Form to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Company, the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited, the National Stock Exchange of India Limited, the Lead Manager, and the Registrar, i.e., at www.geojit.com, www.sebi.gov.in, www.bseindia.com, www.nseindia.com, www.damcapital.in, and www.linkintime.co.in, respectively. The Application Form is available on the respective websites of our Company, the Lead Manager, Registrar and Stock Exchanges.

**GEOJIT FINANCIAL SERVICES LIMITED**

Registered and Corporate Office: 11th Floor, 34/659-P Civil Line Road, Padivattom, Kochi, Kerala, India, 682024

Tel.: +91 484-2901000; **Fax:** +91 22 2580 6654;

Contact Person: Liju Kaitherathu Johnson, Company Secretary and Compliance Officer

E-mail: companysecretary@geojit.com; **Website:** www.geojit.com;

Corporate Identity Number: L67120KL1994PLC008403

PROMOTERS OF OUR COMPANY

CHENAYAPPILLIL JOHN GEORGE, KERALA STATE INDUSTRIAL DEVELOPMENT CORPORATION AND BNP PARIBAS SA

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF GEOJIT FINANCIAL SERVICES LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY**ISSUE DETAILS**

ISSUE OF UP TO 3,98,57,413 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹50 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹49 PER RIGHTS EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO ₹ 19,928.71 LAKHS* ON A RIGHTS BASIS TO THE HOLDERS OF THE EQUITY SHARES OF OUR COMPANY AS ON THE RECORD DATE (“ELIGIBLE EQUITY SHAREHOLDERS”) IN THE RATIO OF 1 RIGHTS EQUITY SHARE FOR EVERY SIX FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS, ON OCTOBER 7, 2024 (“RECORD DATE”) (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 267 OF THE LETTER OF OFFER.

***Assuming full subscription in the Issue. Subject to finalisation of Basis of Allotment.*

LISTING

The existing Equity Shares of our Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”). Our Company has received “in-principle” approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to the Issue through their letters dated September 30, 2024 and September 27, 2024, respectively. Our Company will also make applications to BSE and NSE to obtain trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circular, along with any subsequent circulars or notifications issued by SEBI in this regard. For the purposes of the Issue, the Designated Stock Exchange is NSE.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations. Our Company satisfies the conditions specified in Regulation 99 of the SEBI ICDR Regulations, and accordingly, our Company is eligible to make this Issue by way of a ‘fast track issue’.

MINIMUM SUBSCRIPTION

The objects of the Issue involve prepayment and / or re-payment of all, or a portion of, certain outstanding borrowings availed by our Company. Our Promoters, and the members of our Promoter Group, have confirmed to (a) subscribe to the full extent of their Rights Entitlement and not renounce their Rights Entitlement, (except to the extent of renunciation within the Promoter Group, if applicable); (b) subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by the Promoter or any other members of the Promoter Group of our Company or that they may acquire separately; and (c) subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the aggregate shareholding of our Promoters and the members of the Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI Listing Regulations and in compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws/ regulations.. In terms of Regulation 86 of the SEBI ICDR Regulations, the requirement of minimum subscription of 90% is not applicable to the Issue.

INDICATIVE TIMETABLE

Last Date for credit of Rights Entitlements	October 14, 2024	Finalisation of Basis of Allotment (on or about)	November 4, 2024
Issue Opening Date	October 15, 2024	Date of Allotment (on or about)	November 5, 2024
Last Date for On Market Renunciation of Rights Entitlements[#]	October 17, 2024	Date of credit (on or about)	November 8, 2024
Issue Closing Date[*]	October 23, 2024	Date of Listing (on or about)	November 11, 2024

Note: The above time table is indicative and does not constitute any obligation on our Company or the Lead Manager

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights

Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board or Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

NOTICE TO INVESTORS

The distribution of the Letter of Offer, this Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material (collectively termed as, the “**Issue Materials**”) and the issue of Rights Entitlement and the Rights Equity Shares to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Materials may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Issue Materials will be sent/ dispatched only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. The overseas Eligible Equity Shareholders who have not updated their records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent to such overseas Eligible Equity Shareholders.

The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Manager or their affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For further details, see “*Restriction on Purchases and Resales*” beginning on page 302 of the Letter of Offer.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders (being the Equity Shareholders as on the Record Date), however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. In case such Eligible Equity Shareholders, who have provided an Indian address to our Company, have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any of the Issue Materials.

Investors can also access the Letter of Offer, this Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Lead Manager and the Stock Exchanges.

Our Company, the Lead Manager, and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue Materials in the event the Issue Materials have been sent on the registered email addresses as provided by such Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlement and the Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials or advertisements in connection with the Issue may not be distributed, whole or in part, in or into in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Equity Shares and the Rights Entitlements, distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If the Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares and the Rights Entitlements referred to in the Issue Materials.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person’s jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or their respective affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in “*Other Regulatory Statutory Disclosures – Selling Restriction*” on page 263 of the Letter of Offer.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of the Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer or the date of such information. The contents of the Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares and Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares and Rights Entitlements. For restrictions relating to any change in shareholding of 5% or more of the total issued capital of our Company, see "Terms of the Issue" on page 267 of the Letter of Offer.

In addition, neither our Company nor the Lead Manager or its affiliates are making any representation to any offeree or purchaser of the Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of the Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The above information is given for the benefit of the Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR TO THE ISSUE. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENT AND THE RIGHTS EQUITY SHARES ARE OFFERED AND SOLD ONLY TO INVESTORS OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS" AS DEFINED IN, AND IN RELIANCE, ON REGULATION S. NONE OF THE RIGHTS ENTITLEMENT OR THE RIGHTS EQUITY SHARES HAS BEEN, OR WILL BE, REGISTERED UNDER THE SECURITIES ACT OR ANY STATE SECURITIES LAWS IN THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE U.S. STATE SECURITIES LAWS.

GENERAL RISKS	
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of investors is invited to the section "Risk Factors" on page 20 of the Letter of Offer	
Name of the Lead Manager and contact details	DAM CAPITAL ADVISORS LIMITED One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India Telephone: +91 22 4202 2500 E-mail: geojit.rights@damcapital.in; Investor Grievance ID: complaint@damcapital.in Website: www.damcapital.in Contact person: Chandresh Sharma/ Puneet Agnihotri SEBI Registration No.: MB/INM000011336
Name of the Registrar to the Issue and contact details	LINK INTIME INDIA PRIVATE LIMITED C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India Telephone.: +91 81081 14949; Fax: +91 22 49186060 E-mail: geojit.rights@linkintime.co.in; Investor grievance e-mail: geojit.rights@linkintime.co.in Website: www.linkintime.co.in; Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058
Name of the Statutory Auditors	M/s B S R & Associates LLP
Self-Certified Syndicate Banks ("SCSBs")	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker to the Issue	Axis Bank Limited 41/418, Ground Floor, Chicago Plaza, Rajaji Road, Kochi, Kerala – 682 035, India Contact Person: Joseph Kurian Telephone: +91 – 99166 55332 Email: joseph.kurian@axisbank.com

Summary of Business

We provide various services, such as, advisory, financial product distribution and equity and commodity and offer a wide range of financial products and services, including stock and currency derivatives, portfolio management, mutual fund and insurance distribution, online financial planning, and commodity derivatives and have a wide network with 497 offices in India and six overseas through joint ventures.

Summary of Objects of the Issue

The details of the Net Proceeds are summarised in the table below:

(in ₹ lakhs)

Particulars		Estimated amount (up to)
Gross proceeds from the Issue [^]		19,928.71
Less:	Estimated Issue related expenses [#]	538.88
Net Proceeds		19,389.93

[^] Assuming full subscription in the Issue with respect to the Rights Equity Shares. Subject to finalisation of the Basis of Allotment.

Requirement of funds and utilisation of Net Proceeds

The proposed utilisation of the Net Proceeds is set forth in the table below:

(In ₹ lakhs)

Particulars	Estimated amount*
Prepayment and / or repayment of all, or a portion of, certain outstanding borrowings availed by our Company	15,000.00
General corporate purposes	4,389.93
Total Net Proceeds	19,389.93

* Assuming full subscription in the Issue with respect to the Rights Equity Shares. Subject to finalisation of the Basis of Allotment. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds, in accordance with the SEBI ICDR Regulations.

For further details, please see the section entitled “Objects of the Issue” on page 57 of the Letter of Offer.

Means of finance

The Net Proceeds will not be utilised for financing a particular project, accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue and internal accruals as required under the SEBI ICDR Regulations. Further, our Company’s funding requirements and deployment schedules are subject to revision in the future, at the discretion of our management and subject to applicable laws. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them.

Monitoring Agency: ICRA Limited

Shareholding Pattern

- The shareholding pattern of our Company as on June 30, 2024, can be accessed on the websites of BSE at <https://www.bseindia.com/stock-share-price/geojit-financial-services-ltd/geojitfsl/532285/shareholding-pattern/> and NSE at <https://www.nseindia.com/get-quotes/equity?symbol=GEOJITFSL>, respectively.
- The statement showing holding of Equity Shares of persons belonging to the category “Promoters and Promoter Group” including the details of lock-in, pledge of and encumbrance thereon, as on June 30, 2024, can be accessed on the websites of BSE at <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=532285&qtrid=122.00&QtrName=June%202024> and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GEOJITFSL&tabIndex=equity>, respectively.
- The statement showing holding of securities (i.e., the Equity Shares) of persons belonging to the category “Public” including Equity Shareholders holding more than 1% of the total number of Equity Shares as on June 30, 2024, as well as details of shares which remain unclaimed for public can be accessed on the websites of BSE, at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=532285&qtrid=122.00&QtrName=June%202024> and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GEOJITFSL&tabIndex=equity>, respectively.
- The statement showing holding of the Equity Shares of persons belonging to the category “Non Promoter-Non Public shareholder” can be accessed on the website of the BSE at <https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=532285&qtrid=122.00&QtrName=June%202024> and on the website of the NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GEOJITFSL&tabIndex=equity>.

For further details, please see “Capital Structure” on page 53 of the Letter of Offer

BOARD OF DIRECTORS OF OUR COMPANY		
Sr. No.	Name and designation	Other directorships
1.	Chenayappillil John George Designation: Chairman and Managing Director	<i>Indian Companies:</i> 1. Aster DM Healthcare Limited 2. Kerala State Industrial Development Corporation Limited; 3. Geojit Credits Private Limited; and 4. C J G Holdings India Private Limited <i>Foreign Companies:</i> 1. Barjeel Geojit Financial Services LLC and 2. QBG Geojit Securities LLC;
2.	Radhakrishnan Nair Designation: Independent Director (Additional)	<i>Indian Companies:</i> 1. ICICI Bank Limited 2. ICICI Prudential Life Insurance Company Limited 3. Inditrade Capital Limited 4. ICICI Securities Primary Dealership Limited 5. Axis Mutual Fund Trustee Ltd 6. Geojit Credits Private Limited 7. Alpha Alternatives Fund- Infra Advisors Private Limited; 8. Bilwa Global Asset Management Private Limited

BOARD OF DIRECTORS OF OUR COMPANY		
Sr. No.	Name and designation	Other directorships
		<i>Foreign Companies:</i> NIL
3.	Alice Geevarghese Vaidyan Designation: Independent Director	<i>Indian Companies:</i> 1. Tata AIA Life Insurance Company Limited; 2. Union Asset Management Company Private Limited; 3. Tata AIG General Insurance Company Limited; 4. Air India Limited; 5. Aix Connect Private Limited; 6. Air India Express Limited; 7. Tejas Networks Limited; 8. Tata SIA Airlines Limited; and 9. Saankhya Labs Private Limited <i>Foreign Companies:</i> NIL
4.	Rajan Krishnanath Medhekar Designation: Independent Director	<i>Indian Companies:</i> 1. Dwarikesh Sugar Industries Limited; and 2. Logically Infomedia Private Limited. <i>Foreign Companies:</i> NIL
5.	Muthu Raja Paravasa Vijay Kumar Designation: Independent Director	<i>Indian Companies:</i> 1. Heritage Foods Limited; 2. Life Insurance Corporation of India; 3. Sify Technologies Limited; and 4. ONGC Petro Additions Limited <i>Foreign Companies:</i> NIL
6.	Sebastian Luckose Morris Designation: Independent Director	<i>Indian Companies:</i> 1. Peoplecan Services Private Limited; and 2. Intech Organics Limited. <i>Foreign Companies:</i> NIL
7.	Binoy Varghese Samuel Designation: Independent Director (Additional)	<i>Indian Companies:</i> NIL <i>Foreign Companies:</i> NIL
8.	Harikishore Subramanian Designation: Non-Executive Director	<i>Indian Companies:</i> 1. Nitta Gelatin India Limited; 2. The Kerala Minerals and Metals Limited; 3. Kerala Rubber Limited; 4. Malabar Cements Ltd; 5. Brahmos Aerospace Thiruvananthapuram Limited; 6. Kerala State Industrial Development Corporation Limited; 7. Marine Products Infrastructure Development Corporation Private Limited; 8. Kerala Lifesciences Industries Parks Private Limited; 9. Kerala Academy for Skills Excellence; 10. Kerala Coffee Limited; and 11. INKEL Limited 12. Kerala Financial Corporation <i>Foreign Companies:</i> NIL
9.	Punnoose George Designation: Non-Executive Director	<i>Indian Companies:</i> 1. Kottukulam Engineers Private Limited; 2. Unity Realtors Pvt. Limited; 3. Geojit Technologies Pvt. Ltd; 4. Youth Empowerment Skills Foundation; and 5. Saintgits Innovation and Incubation Council. <i>Foreign Companies:</i> NIL
10.	Satish Ramakrishnan Menon Designation: Whole-time Director (Executive)	<i>Indian Companies:</i> 1. Geojit IFSC Limited. <i>Foreign Companies:</i> NIL
11.	Aiyappan Pillai Balakrishnan Designation: Whole-time Director (Executive)	<i>Indian Companies:</i> 1. Geojit Technologies Private Limited; 2. Geojit Techloan Private Limited; and 3. Geojit IFSC Limited.

BOARD OF DIRECTORS OF OUR COMPANY		
Sr. No.	Name and designation	Other directorships
		<i>Foreign Companies:</i> 1. BBK Geojit Business Consultancy and Information and 2. Barjeel Geojit Financial Services LLC.
12.	Jones George Designation: Whole-time Director (Executive)	<i>Indian Companies:</i> 1. Geojit Techloan Private Limited; 2. Geojit IFSC Limited; 3. C J G Developers Private Limited; and 4. C J G Holdings India Private Limited <i>Foreign Companies:</i> NIL

For further details, see “*Our Management*” beginning on page 86 of the Letter of Offer.

WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company nor our Promoters or any of our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.

SUMMARY OF FINANCIAL INFORMATION

A summary of the financial information of our Company, on a consolidated basis, as at and for the three-month periods ended June 30, 2024 and June 30, 2023, and for Fiscal 2024 and Fiscal 2023:

(in ₹ lakhs)

Particulars	For the three month period ended June 30, 2024	For the three month period ended June 30, 2023	Fiscal 2024	Fiscal 2023
Total Revenue from operations	18,106.82	10,984.76	61,413.41	43,929.48
Net Profit before tax	5,973.76	2,913.90	19,197.49	11,893.78
Profit after tax and extra ordinary items	4,454.03	2,087.22	14,321.58	9,645.61
Equity Share Capital	2,391.44	2,390.95	2,391.44	2,390.93
Other equity	NA	NA	80,785.60	69,887.01
Total equity (attributable to owners of the Company)	NA	NA	83,177.04	72,277.94
Basic EPS (₹)	1.86	0.88	6.06	4.06
Diluted EPS (₹)	1.86	0.88	6.06	4.06
Net Asset Value per Equity Share	NA	NA	34.78	30.23
Return on Net worth (%)	NA	NA	17.42	13.44

For further details, please see “*Financial Information*” on page 93 of the Letter of Offer.

INTERNAL RISK FACTORS

The below mentioned risks are the top five risk factors as per the Letter of Offer:

1. General economic and market conditions in India and globally that affect trading volumes could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.
2. We are subject to extensive statutory and regulatory requirements, which have material influence on, and consequences for, our business operations.
3. We are subject to periodic inspections by regulatory authorities. Non-compliance with observations of such regulatory authorities could adversely affect our business.
4. The operation of our businesses is highly dependent on information technology, and we are subject to risks arising from any failure of, or inadequacies in, our IT systems.
5. There are operational risks associated with the financial services industry which, if realised, may have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

For further details, see the section “*Risk Factors*” on page 20 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATION AND DEFAULTS

A summary of material outstanding legal proceedings involving our Company and our Subsidiaries as on the date of the Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below.

Type of Proceedings	Number of cases	Amount (₹ in lakhs)*
Cases by our Company		
Issues involving moral turpitude or criminal liability	1	11.00
Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	1	800.00
Direct tax proceedings	Nil	Nil
Indirect tax proceedings	Nil	Nil
Cases against our Company		
Issues involving moral turpitude or criminal liability	Nil	Nil
Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	Nil	Nil
Material violations of statutory regulations	Nil	Nil
Matters involving economic offences where proceedings have been initiated	Nil	Nil
Other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Nil
Tax cases involving our Company		
Direct tax proceedings	12	111.57
Indirect tax proceedings	11	429.01
Cases by our Subsidiaries		
Issues involving moral turpitude or criminal liability	Nil	Nil
Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	Nil	Nil
Direct tax proceedings	Nil	Nil
Indirect tax proceedings	Nil	Nil
Cases against our Subsidiaries		
Issues involving moral turpitude or criminal liability	Nil	Nil
Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	Nil	Nil
Material violations of statutory regulations	Nil	Nil
Matters involving economic offences where proceedings have been initiated	Nil	Nil
Other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Nil
Tax cases involving our Subsidiaries		
Direct tax proceedings	Nil	Nil
Indirect tax proceedings	2	22.00

*To the extent quantifiable.

For further details, see “*Outstanding Litigation and Defaults*” on page 250 of the Letter of Offer.

TERMS OF THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “-*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 284 of the Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “- *Grounds for Technical Rejection*” on page 280 of the Letter of Offer. Our Company, the Lead Manager, the Registrar to the Issue and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- *Making of an Application by Eligible Equity Shareholders on Plain Paper*” on page 273 of the Letter of Offer.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. Details of each of the Eligible Equity Shareholders' Rights Entitlement will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at www.linkintime.co.in and link of the same would also be available on the website of our Company at www.geojit.com. Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- (v) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, its Directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA Process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper, in accordance with Regulation 78 of the SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Geojit Financial Services Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue

5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹ 50 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar to the Issue at:

Link Intime India Private Limited

C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India

Contact person: Ms. Shanti Gopalakrishnan

Tel: +91 810 811 4949; **Fax:** +91 22 4918 6195

E-mail ID: geojit.rights@linkintime.co.in; **Website:** www.linkintime.co.in

Investor Grievance Email pertaining to Rights Issue: geojit.rights@linkintime.co.in

CIN: U67190MH1999PTC118368; and

17. All such Eligible Equity Shareholders are deemed to have accepted the following:

“Purchaser Representations and Transfer Restrictions

Any person who acquires Rights Entitlements and / or Rights Equity Shares, by its acceptance of the Letter of Offer / Abridged Letter of Offer or of the Rights Entitlements or Rights Equity Shares, will be deemed to have declared, represented, warranted and agreed with our Company and the Lead Manager as follows:

- *It will comply with all laws, regulations and restrictions (including the transfer restrictions contained herein) which may be applicable in your jurisdiction and it has obtained or will obtain any consent, approval or authorization required for it to purchase and accept delivery of Rights Entitlements and / or Rights Equity Shares, and it acknowledges and agrees that none of us or the Lead Manager and their respective affiliates shall have any responsibility in this regard;*
- *It certifies that it is, or at the time the Rights Entitlements and / or Rights Equity Shares are purchased will be, (a) the beneficial owner of such Rights Entitlements and / or Rights Equity Shares, it is located outside the United States, Canada, the People’s Republic of China, South Africa and Australia, and it has not purchased the Rights Entitlements and / or Rights Equity Shares for the account or benefit of any person in the United States, Canada, the People’s Republic of China, South Africa and Australia, or entered into any arrangement for the transfer of Rights Entitlements and / or Rights Equity Shares or an economic interest therein to any person in the United States, Canada, the People’s Republic of China, South Africa and Australia.; or (b) it is a broker-dealer acting on behalf of a customer and its customer has confirmed to it that (i) such customer is, or at the time the Rights Entitlements and / or Rights Equity Shares are purchased will be, the beneficial owner of such Rights Entitlements and / or Rights Equity Shares, (ii) such customer is located outside the United States, Canada, the People’s Republic of China, South Africa and Australia, and (iii) such customer has not purchased the Rights Entitlements and / or Rights Equity Shares for the account or benefit of any person in the United States, Canada, the People’s Republic of China, South Africa and Australia, or entered into any arrangement for the transfer of the Rights Entitlements and / or Rights Equity Shares or an economic interest therein to any person in the United States, Canada, the People’s Republic of China, South Africa and Australia.;*
- *It understands and agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer understands and agrees) that the Rights Entitlements and / or Rights Equity Shares are being offered in a transaction not involving any public offering within the meaning of the Securities Act, have not been and will not be registered under the Securities Act or any state securities laws in the United States; if, in the future, it decides to offer, resell, renounce, pledge or otherwise transfer such Rights Entitlements and / or Rights Equity Shares, or any economic interest therein, such Rights Entitlements and / or Rights Equity Shares or any economic interest therein may be offered, sold, renounced, pledged or otherwise transferred only (A) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India; or (B) in the United States pursuant to an exemption from the registration requirement of the Securities Act and applicable state securities laws;*
- *It is not an affiliate of our Company or a person acting on behalf of an affiliate;*
- *It agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, are purchasing the Rights Entitlements and / or Rights Equity Shares as a result of any “directed selling efforts” (as defined in Regulation S under the Securities Act);*
- *It will base its investment decision on a copy of the Letter of Offer and the Abridged Letter of Offer. It acknowledges that neither the Company nor any of its affiliates nor any other person (including the Lead Manager) or any of their respective affiliates has made or will make any representations, express or implied, to it with respect to the Company, the Issue, the Rights Entitlements and / or Rights Equity Shares, the accuracy, completeness or adequacy of any financial or other information concerning the Company, the Issue or the Rights Entitlements and / or Rights Equity Shares, other than (in the case of the Company only) the information contained in the Letter of Offer and the Abridged Letter of Offer, as it may be supplemented;*

- *It is a sophisticated investor and has such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Rights Entitlements and / or Rights Equity Shares. It is experienced in investing in private placement transactions of securities of companies in similar jurisdictions. It and any accounts for it is subscribing to the Rights Entitlements and / or Rights Equity Shares for (i) are each able to bear the economic risk of the investment in the Rights Entitlements and / or Rights Equity Shares, (ii) will not look to the Company or the Lead Manager or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Rights Equity Shares, (iv) have no need for liquidity with respect to the investment in the Rights Equity Shares, and (v) have no reason to anticipate any change in its or their circumstances, financial or otherwise, which may cause or require any sale or distribution by it or them of all or any part of the Rights Entitlements and / or Rights Equity Shares. It acknowledges that an investment in the Rights Entitlements and / or Rights Equity Shares involves a high degree of risk and that the Rights Entitlements and / or Rights Equity Shares are, therefore, a speculative investment. It is seeking to subscribe to the Rights Entitlements and / or Rights Equity Shares in this Issue for its own investment and not with a view to distribution.*
- *It will notify any transferee to whom it subsequently offers, sells, renounces, pledges or otherwise transfers and the executing broker and any other agent involved in any resale of the Rights Entitlements and / or Rights Equity Shares of the foregoing restrictions applicable to the Rights Entitlements and / or Rights Equity Shares and instruct such transferee, broker or agent to abide by such restrictions.*
- *It acknowledges that our Company will not recognize any offer, sale, renunciation, pledge or other transfer of such Rights Entitlements and / or Rights Equity Shares made other than in compliance with the above-stated restrictions; and*
- *It acknowledges that our Company, the Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its acquisition of Rights Entitlements and the Rights Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Rights Entitlements and / or Rights Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar to the Issue not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar to the Issue at www.linkintime.co.in.

Our Company, the Lead Manager and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a Demat Suspense Escrow Account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- The Eligible Equity Shareholders shall send a letter to the Registrar to the Issue containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar to the Issue no later than two Working Days prior to the Issue Closing Date;
- The Registrar to the Issue shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- The remaining procedure for Application shall be same as set out in “-Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process” on page 273 of the Letter of Offer.

In accordance with the SEBI Master circular bearing reference number SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023, resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the Demat Suspense Account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application.

Application for Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the

Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange, being NSE. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “- *Basis of Allotment*” on page 294 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares unless regulatory approvals are submitted.

Rights Entitlements

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio one Rights Equity Share for every six Equity Shares held on the Record Date.

Credit of Rights Entitlements

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is ISIN: INE007B20015. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “**Escrow Demat Account Geojit Rights Issue 2024**”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF Authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar to the Issue on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any;

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form, as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1:6 (one Rights Equity Share for every six Equity Shares held as on the Record Date). As per the SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than six Equity Shares or is not in the multiple of six Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Equity Share each if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than six Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the Allotment of one additional Equity Share, if such Eligible Equity Shareholders apply for additional Equity Shares, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties, and the application forms shall be non-negotiable.

Intention and extent of participation by our Promoters/ Promoter Group with respect to (i) their rights entitlement; and (ii) their intention to subscribe over and above their rights entitlement

Pursuant to certificates each dated September 19, 2024, our Promoters, and the members of the Promoter Group, have confirmed (i) that they shall subscribe to the full extent of their Rights Entitlements and not renounce their Rights Entitlements, (except to the extent of Rights Entitlements renounced by any of them in favour of our Promoters or other member(s) of the Promoter Group), (ii) that they shall subscribe to Rights Entitlements over and above their Rights Entitlements, if any, which are renounced in their favour by our Promoters or any other member(s) of the Promoter Group or purchased by them using the secondary market platform of the Stock Exchanges or through an off-market transaction in compliance with the Foreign Exchange

Management (Non-debt Instruments) Rules, 2019, as amended; and (iii) their intention to subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the aggregate shareholding of our Promoters and the members of the Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI Listing Regulations and in compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws/ regulations. The acquisition of Rights Equity Shares by our Promoters and members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Availability of offer document of the immediately preceding public issue or rights issue for inspection:

NIL

Any other important information as per Lead Manager and the Issuer: NIL

DECLARATION BY OUR COMPANY

We hereby certify that no statement made in this Abridged Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Abridged Letter of Offer are true and correct.

Date: September 30, 2024

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Chenayappillil John George
Chairman and Managing Director
Place: Kochi, Kerala

Sd/-

Alice Geevarghese Vaidyan
Independent Director
Place: Mumbai, Maharashtra

Sd/-

Muthu Raja Paravasa Vijay Kumar
Independent Director
Place: Chennai, Tamil Nadu

Sd/-

Binoy Varghese Samuel
Independent Director (Additional)
Place: Kochi, Kerala

Sd/-

Punnoose George
Non-executive Director
Place: Kottayam, Kerala

Sd/-

Aiyappan Pillai Balakrishnan
Whole-time Director (Executive)
Place: Kochi, Kerala

Sd/-

Radhakrishnan Nair
Independent Director
Place: Bangaluru, Karnataka

Sd/-

Rajan Krishnanath Medhekar
Independent Director
Place: Delhi, India

Sd/-

Sebastian Luckose Morris
Independent Director
Place: Pune, Maharashtra

Sd/-

Harikishore Subramanian
Nominee Director
Place: Kochi, Kerala

Sd/-

Satish Ramakrishnan Menon
Whole-time Director (Executive)
Place: Kochi, Kerala

Sd/-

Jones George
Whole-time Director (Executive)
Place: Mumbai, Maharashtra

Sd/-

SIGNED BY OUR CHIEF FINANCIAL OFFICER

Mini Rajeev Nair
Chief Financial Officer
Place: Kochi, Kerala