GEOJIT FINANCIAL SERVICES LIMITED
(CIN: L67120KL1994PLC008403)
Registered Office: 11th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi - 682024
E mail – mailus@geojit.com, Website: www.geojit.com, Phone: 0484-6411000

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 03/2025 dated September 22, 2025 read with other relevant circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for the time being in force and as amended from time to time), for seeking your consent to pass the proposed resolution(s) mentioned below, by means of Postal Ballot only by way of remote e-voting process ("**e-voting**").

The Statement pursuant to Section 102 of the Act and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board appointed Mr. Chenayappillil John George, Executive Chairman (DIN 00003132) and Mr. Liju K Johnson, Company Secretary (ICSI membership No: ACS 21438), of the Company as the persons responsible for the entire Postal Ballot process.

The Board of Directors of the Company has appointed Mr. Satheesh Kumar N, Practicing Company Secretary, (ICSI membership No: ACS 16543 and Certificate of Practice No: 6607), as the Scrutinizer for conducting the said Postal Ballot /E-Voting process in a fair and transparent manner.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically not later than **5.00 pm on Saturday, 12.12.2026** (the last day to cast vote electronically) to be eligible for being considered.

The Company has engaged M/s. National Securities Depository Limited ("**NSDL**") to provide e-voting facility. The e-voting facility is available from **Friday, 13.11.2026** (9.00 am IST onwards) till **Saturday, 12.12.2026** (up to 5.00 pm IST). The E-Voting module will be disabled by NSDL for voting thereafter.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the

Company, as may be authorized by the Chairman in this regard within two working days. The results of e-voting will be announced on or before **Tuesday, 15.12.2026** and will be displayed on the Company's website www.geojit.com and will also be communicated to the Stock Exchanges on which equity shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office. If the proposed resolution(s) is assented by requisite majority, it shall be deemed to have been duly passed on **Saturday, 12.12.2026** i.e. the last day for e-Voting.

The resolution(s) for the purpose as stated herein below is proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

Item 1: Change in Designation of Mr. C J George (DIN: 00003132) from Chairman & Managing Director to Chairman & Whole-time Director (Designated as Executive Chairman)

To consider and if thought fit to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in partial modification to earlier resolution passed & Agreement entered into earlier thereof and pursuant to the provisions of section 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made thereunder and pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the change in designation of Mr. C J George (DIN: 00003132) from Chairman & Managing Director to Chairman & Whole-time Director (Designated as Executive Chairman), w.e.f. 1st October, 2026 to 23rd November 2029, whose period of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (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 the Board of Directors, the consent of the members be and is hereby accorded to the appointment of Mr. C J George as Chairman & Whole-time Director (Designated as Executive Chairman), from 1st October 2026 to 23rd November 2029, whose period of office shall not be liable to retirement by rotation and on the terms and conditions including remuneration as set out in the Explanatory 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 pursuant to Section 196(3)(a) of the Companies Act, 2013, consent of the members be and is hereby accorded for continuation of his appointment notwithstanding that he shall attain the age of seventy years during his tenure.

RESOLVED FURTHER THAT, notwithstanding anything contained hereinabove, where in any financial year during the term of employment of Mr. C J George as Chairman & Whole-time Director (Designated as Executive Chairman), the aforesaid remuneration shall be payable irrespective of whether the Company has adequate profits or not.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, revise or modify the remuneration and other terms and conditions of appointment, from time to time, as it

may deem fit, provided that such remuneration shall remain within the limits approved by the members and permissible under the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT, the Chairman, Managing Director and Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

Item 2: Appointment of Mr. Jones George (DIN: 06674021) as Managing Director of the Company

To consider and if thought fit to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations**)**, and as recommended by the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is here by accorded to appoint Mr. Jones George as Managing Director, for a period of 5 years w.e.f. 1st October, 2026 to 30th September 2031, whose period of office shall be liable to retirement by rotation and on such terms and conditions including remuneration as set out in the Explanatory 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, notwithstanding anything contained hereinabove, where, in any financial year, during the term of employment of Mr. Jones George as the Managing Director the aforesaid remuneration shall be payable irrespective of whether the Company has adequate profits or not**.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, revise or modify the remuneration and other terms and conditions of appointment, from time to time, as it may deem fit, provided that such remuneration shall remain within the limits approved by the members and permissible under the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT, the Chairman, Managing Director and Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

Item 3: Re-appointment of Prof. Sebastian Luckose Morris (DIN: 00037228) as Non-Executive Independent Director of the Company for a second consecutive term of 45 months.

To consider and if thought fit to pass, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) made thereof, for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time (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), and pursuant to recommendation of Nomination and Remuneration Committee, Prof. Sebastian Luckose Morris (DIN: 00037228), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations, as amended from time to time and who has submitted a declaration to that effect, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second consecutive term of 45 months commencing from 16th November 2026 to 15th August 2030, whose period of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT, the Chairman, Managing Director and Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

Item 4: Appointment of Mr. Snehil Kumar Singh IAS (DIN: 09584658) as Nominee 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 Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Snehil Kumar Singh IAS (DIN: 09584658) who was nominated by Kerala State Industrial Development Corporation Limited (KSIDC) as its nominee on the Board of Directors of the Company be and is hereby appointed as a Non-Executive Nominee Director with effect from 30th September, 2026, whose period of office shall be liable to retirement by rotation.

RESOLVED FURTHER THAT, the Chairman, Managing Director and Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

GEOJIT FINANCIAL SERVICES LIMITED
Registered Office: 11th Floor, 34/659-P, Civil Line Road,
Padivattom, Kochi – 682024, Kerala, India
Corporate Identification Number (CIN): L67120KL1994PLC008403
E mail – mailus@geojit.com, Website: www.geojit.com, Phone: 0484-6411000

Kochi, October 23, 2026

IMPORTANT NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed resolution(s) is annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/Statement of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **06.11.2026** i.e. the "**cut-off date**".

3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the company's Registrar and Transfer Agent (in case of shares held in physical form). Physical copies of Postal Ballot Notice along with Ballot Form and postage prepaid self-addressed Business Reply Envelope are not being sent to members for this Postal Ballot.

4. This Postal Ballot Notice will also be available on the Company's website at www.geojit.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at https://www.evoting.nsdl.com.

5. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up value of equity share capital of the Company as on **06.11.2026** i.e. the "**cut-off date**".

6. The e-voting period commences at **9.00 a.m. (IST) on 13.11.2026 and** ends at **5.00 p.m. (IST) 12.12.2026**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The 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.

7. In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, ("**Listing Regulations**"), Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is offering remote e-voting facility to all its members to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL to facilitate remote e-voting to enable the members to cast their votes electronically.

8. In accordance with the MCA circulars, the Company has made arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with their Depository Participants (in case of shares held in demat form) or with the company's Registrar and Transfer Agent (in case of shares held in physical form).

9. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

10. The Board of Directors at its Meeting held on October 23, 2026, appointed Mr. Satheesh Kumar N, (Membership No. 16543) Practicing Company Secretary, Kochi, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

11. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the members electronically until the last date of voting. Members seeking to inspect such documents can send an email to companysecretary@geojit.com.

12. Upon completion of the scrutiny of e-voting process, the Scrutinizer will submit his report to the Chairman / Director of the Company. The results of the Postal Ballot will be declared **on or before 15.12.2026**. The results along with the Scrutinizer's report will be displayed on the website of the Company at www.geojit.com and shall be communicated to the Stock Exchanges ie; the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

13. For any queries in relation to Postal Ballot, members may contact Registrar and Transfer Agent (RTA) i.e., M/s. MUFG Intime India Private Limited, "Surya": 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore, Tamil Nadu – 641028, at the designated email id: coimbatore@in.mpms.mufg.com or at telephone no. 0422-4958995.

14. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members and shall be deemed to have been passed on the last date of e-voting i.e. **12.12.2026** .

15. Voting Through Electronic means

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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)	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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under "e-Voting" tab in their login.

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 : 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@geojit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@geojit.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e**., Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e- Voting facility.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

GEOJIT FINANCIAL SERVICES LIMITED
Registered Office: 11th Floor, 34/659-P, Civil Line Road,
Padivattom, Kochi – 682024, Kerala, India
Corporate Identification Number (CIN): L67120KL1994PLC008403
E mail – mailus@geojit.com, Website: www.geojit.com, Phone: 0484-6411000

Kochi, October 23, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out material facts [explanatory statement] relating to the Special Businesses mentioned in the Notice.

Item No. 1

Mr. C J George was re-appointed as Chairman and Managing Director of the Company by the shareholders vide resolution passed through Postal Ballot on 23rd November 2024, for a period of 5 (five) years commencing from November 24, 2024.

As part of the succession plan, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 22nd July, 2026 had approved the change in designation of Mr. C J George (DIN: 00003132) from Chairman & Managing Director to Chairman & Whole-time Director (Designated as Executive Chairman) subject to approval of the shareholders, with effect from 1st October, 2026 till 23rd November 2029, i.e. for the remainder of his existing term of appointment, and whose period of office shall not be liable to retirement by rotation.

Mr. C J George will attain the age of seventy years during his tenure. Considering his extensive experience of over four decades in the financial services industry, deep understanding of the Company and its business, and valuable contribution to its growth and strategic direction, the Nomination and Remuneration Committee and the Board are of the view that his continued association as Chairman & Whole-time Director (Designated as Executive Chairman) would be in the best interests of the Company and accordingly recommends continuation of his appointment notwithstanding his attaining the age of seventy years during his tenure.

Mr. C J George (DIN:00003132) is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013, and pursuant to Section 152 and Rule 8 of Companies (Appointment & Qualification) Rules, 2014 and has given his consent to act as the Chairman & Whole-time Director (Designated as Executive Chairman) of the Company.

It is proposed to seek members' approval for the appointment of Mr. C J George as the Chairman & Whole-time Director (designated as Executive Chairman) and remuneration payable to him in terms of the applicable provisions of the Act and rules made thereunder. The broad particulars of the terms of appointment and remuneration payable to Mr. C J George are as under:

A. Annual Cost to Company (CTC)

₹ 1,56,73,312 (Rupees One Crore Fifty-Six Lakh Seventy-Three Thousand Three Hundred and Twelve Only) per annum.

B. Perquisites and Benefits

1. Cost of furnishing upto Rs.20 lakhs during the contract period with provision to take over the furniture, fittings, appliances etc. at the time of leaving the Company at the then book value in the Company's books (or) Free furnished Company accommodation, the cost of which to the Company, not exceeding 50% of salary
2. Annual Premium/s towards Medical Insurance of sum assured Rs.10,00,000/- for Executive Chairman & Spouse; Group Term Life Insurance Policy for Executive Chairman for sum assured of Rs.75,00,000/- ; Overseas Travel Insurance for official travel of Executive Chairman by road, rail or air from time to time for USD 200,000/- sum assured
3. Annual Premium towards the Group Gratuity Scheme as applicable to the employees of the Company

4. Reimbursement of expenses actually and properly incurred by Executive Chairman for the business of the Company
5. Club fees of maximum 2 clubs which will not include admission and life membership fees
6. Use of Company cars and drivers for Official and personal use subject to tax as per Income Tax Rules
7. Commission: 1.25% of the net profits of the Company and its Indian Subsidiaries, before tax as computed in the manner laid down in Section 198 of the Companies Act, 2013.

C. Annual Increment: 10% of monthly CTC

Brief profile, expertise/experience, disclosure as required under Secretarial Standards 2 issued by Institute of Company Secretaries of India and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings is given as an Annexure to the Notice.

Mr. C J George will be attaining the age of seventy years in March 2029. The Nomination and Remuneration Committee and the Board are of the opinion that the extensive experience and expertise of Mr. C J George will significantly contribute to the growth and success of the Company. His proven track record in the industry combined with leadership skills will bring valuable insights and drive the company forward.

Mr. C J George is the promoter of the Company and is the father of Mr. Jones George, Managing Director and member of promoter group of the Company.

As on September 30, 2026, Mr. C J George holds 5,45,03,236 Equity Shares of ₹1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. C J George, Mr. Jones George and their relatives, are concerned or interested, financially or otherwise, in the aforesaid resolution mentioned at Item No.1 of the accompanying Notice.

This Explanatory Statement shall be deemed to constitute the written memorandum setting out the terms of the agreement proposed to be entered into between the Company and Mr. C J George, for the purposes of Section 190 of the Companies Act, 2013.

The Board accordingly recommends the Resolutions set out in Item No. 1 of the accompanying notice for approval by the members of the Company as a **Special Resolution.**

Item No. 2

Mr. Jones George was appointed as a Whole-time Director (designated as Executive Director) of the Company for a period of 5 (five) years from November 16, 2021.

As part of the succession plan recommended by the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 22nd July 2026 appointed Mr. Jones George (DIN: 06674021) as the Managing Director, subject to approval of the shareholders, for a period of 5 (five) years w.e.f. 01st October 2026 to 30th September 2031 and whose period of office shall be liable to retirement by rotation.

Mr. Jones George (DIN: 06674021) is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013, and pursuant to Section 152 and Rule 8 of Companies (Appointment & Qualification) Rules, 2014, and has given his consent to act as the Managing Director of the Company.

It is proposed to seek members' approval for the appointment of Mr. Jones George as the Managing Director

and remuneration payable to him as Managing Director of the Company, in terms of the applicable provisions of the Act and rules made thereunder. The broad particulars of the terms of appointment and remuneration payable to Mr. Jones George are as under:

A. Annual Cost to Company (CTC)

₹1,02,12,953 (Rupees One Crore Two Lakh Twelve Thousand Nine Hundred and Fifty-Three Only) per annum.

B. Perquisites and Benefits

1. Company-provided car with driver;
2. Reimbursement of expenses actually and properly incurred by the Managing Director for the business of the Company;
3. Leave and leave encashment as per the policy of the Company;
4. Overseas Travel Insurance coverage of USD 3,00,000;
5. Annual membership fees of two professional bodies;
6. Annual membership in two clubs; and

C. **Commission** - 0.50% of PBT: Geojit Financial Services and its Indian subsidiaries (Payable annually)

D. Annual Increment: Up to 10% subject to approval of the Board every year

Brief profile, expertise/experience, disclosure as required under Secretarial Standard 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings is given as an Annexure to the Notice.

Mr. Jones George is a member of the Promoter Group of the Company and is the son of Mr. C J George, Executive Chairman and promoter of the Company.

As on 30th September 2026, Mr. Jones George holds 37,00,000 Equity Shares of ₹1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Jones George, Mr. C J George and their relatives, are concerned or interested, financially or otherwise, in the aforesaid resolution mentioned at Item No. 2 of the accompanying Notice.

This Explanatory Statement shall be deemed to constitute the written memorandum setting out the terms of the agreement proposed to be entered into between the Company and Mr. Jones George, for the purposes of Section 190 of the Companies Act, 2013

The Board accordingly recommends the Resolutions set out in Item No. 2 of the accompanying notice for approval by the members of the Company as a **Special Resolution**.

Item No. 3

Prof. Sebastian Luckose Morris (DIN: 00037228) was appointed as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, by the members w.e.f 16th November 2021. As per the provisions of Section 149 of the Companies Act, 2013 and applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, on passing of a special resolution by shareholders.

Based on recommendation of Nomination and Remuneration Committee and the Board of Directors and in terms of the provisions of Sections 149, and 152 read with Schedule IV and any other applicable provisions of the Act and Listing Regulations, Prof. Sebastian Morris, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second consecutive term of 45 months from 16th November 2026 to 15th August 2030, whose period of office shall not be liable to retirement by rotation.

The Company has received from Prof. Sebastian Morris (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 to the effect that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013(iii) declaration to the effect that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of Listing Regulations.

Prof. Sebastian Morris has confirmed that he is in compliance with Rules 6(1), 6(2) and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA"). Further Prof. Morris has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Prof. Sebastian Morris is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

Based on the performance evaluation of Prof. Sebastian Morris, the Nomination and Remuneration Committee and the Board have considered his qualification and experience, diverse expertise in governance, understanding and knowledge of the Company and the industry, among other factors. The Board observed that he has independent views and judgment on the activities of the Company and contributes effectively to the Board. In view thereof, is of the opinion that these attributes meet the skills and capabilities required for the role of Independent Director and that his continued association would be beneficial to the Company. Accordingly, the Board considers it desirable to re-appoint him as an Independent Director.

In the opinion of the Board, Prof. Sebastian Morris, 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 Regulation 25 of the Listing Regulations as amended from time to time, for his re-appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Prof. Sebastian Morris as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office / Corporate Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays.

Brief profile, expertise/experience, disclosure as required under Secretarial Standards 2 on General Meetings and Regulation 36 of Listing Regulations is given as an Annexure to the Notice.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board accordingly recommends the Resolutions set out in Item No. 3 of the accompanying notice for approval by the members of the Company as a Special Resolution.

Prof. Sebastian Morris is not related to any other Director and Key Managerial Personnel of the Company. He

does not hold any Equity Share in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Prof. Sebastian Morris and his relatives, to the extent of his re-appointment are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No. 3 of the accompanying Notice.

Item No. 4

Kerala State Industrial Development Corporation Limited (KSIDC) is a promoter and prominent shareholder of the Company holding approximately 8% shareholding in the Company.

Mr. Snehil Kumar Singh, IAS (DIN: 09584658), was appointed as the Nominee Director of Kerala State Industrial Development Corporation Limited (KSIDC) on the Board of Directors of the Company, in place of Mr. Arun K. Vijayan, IAS (DIN: 09580742), with effect from 30th September 2026, pursuant to the applicable provisions of the Companies Act, 2013 and subject to the approval of the shareholders, with his period of office being liable to retirement by rotation.

Brief profile, expertise/experience, disclosure as required under Secretarial Standards 2 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings is given as an Annexure to the Notice.

Mr. Snehil Kumar Singh, IAS is not related to any other Director and Key Managerial Personnel of the Company and does not hold any Equity Share in the Company.

Mr. Snehil Kumar Singh, IAS is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

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**.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Snehil Kumar Singh, IAS and his relatives, to the extent of his appointment are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No.4 of the accompanying Notice.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

GEOJIT FINANCIAL SERVICES LIMITED
Registered Office: 11th Floor, 34/659-P, Civil Line Road,
Padivattom, Kochi – 682024, Kerala, India
Corporate Identification Number (CIN): L67120KL1994PLC008403
E mail – mailus@geojit.com, Website: www.geojit.com, Phone: 0484-6411000

Kochi, October 23, 2026

ANNEXURE TO NOTICE

Details of the Director seeking appointment/ re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards on General Meetings – (SS-2)

Name of the Director	**Mr. Jones George**	**Mr. C J George**
DIN	06674021	00003132
Date of Birth & Age	15.02.1991, 35 Years	22.03.1959, 67 years
Nationality	Indian	Indian
Date of first Appointment on Board	16.11.2021	24.11.1994
Qualifications	MSc Management (Information Systems and Digital Innovation), Master of Business Administration (Finance)	M.Com, CFP
Shareholding in Geojit Financial Services Ltd. (as on September 30, 2026) (including shareholding as a beneficial owner)	37,00,000 equity shares of ₹ 1/- each	5,45,03,236 equity shares of ₹ 1/- each
Brief profile, experience and nature of expertise in specific functional areas	Mr. Jones George is the Managing Director of Geojit Financial Services Limited. He has been instrumental in driving the Company's growth through innovation, digital transformation, and customer-centric initiatives. Prior to assuming this role, he headed Online Products, Operations, Customer Experience, and NRI Business. Mr. Jones George holds an MSc in Management from the London School of Economics and Political Science, London, and an MBA in Finance from the University of New South Wales, Australia. Mr. Jones George serves on the Boards of Geojit Technologies Private Limited, Geojit Fintech Private Limited, Geojit IFSC Limited, CJG Developers Private Limited, CJG Holdings India Private Limited, Geojit Private Wealth (DIFC) Ltd, and QBG Geojit Securities LLC.	Mr. C. J. George, a financial services industry entrepreneur, is the Founder and Executive Chairman of Geojit Financial Services Ltd. Mr. George has a master's degree in commerce and has over 40 years of professional experience in the financial market. His directorships in other Companies include Kerala State Industrial Development Corporation Ltd. (KSIDC), Geojit Credits Private Limited (Managing Director), QBG Geojit securities LLC, Muscat and Barjeel Geojit Financial Services LLC, Dubai. He is also a member of the Syndicate of Cochin University of Science and Technology (CUSAT) and currently the President of Indo Japan Chamber of Commerce, Kerala (INJACK). Mr. C. J. George is a recipient of the Management Leadership Award of Kerala Management Association and TiE Kerala, Lifetime Achievement Award.

Director of other Indian Companies (as on September 30, 2026)	1. Geojit Technologies Private Limited 2. Geojit Fintech Pvt Ltd 3. Geojit IFSC Ltd 4. CJG Developers Pvt Ltd 5. CJG Holdings India Pvt Ltd	1. Kerala State Industrial Development Corporation Ltd 2. Geojit Credits Private Limited 3. C J G Holdings India Private Limited
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a director (as on September 30, 2026)	**Geojit Financial Services Ltd:** 1. Enterprise Risk Management Committee – Member 2. Management Committee – Member **Geojit Technologies Private Limited** 1. Corporate Social Responsibility Committee - Member	**Geojit Financial Services Ltd:** 1. Stakeholders Relationship Committee - Members 2. Corporate Social Responsibility Committee - Chairman 3. Management Committee – Member
Resignation/ Retirement from Listed Companies in the past three years	Nil	• Retired from the Board of V-Guard Industries Limited w.e.f. 28.07.2024. • Resigned from the Board of Aster DM Quality Care Limited w.e.f 01.07.2026
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	Appointment as the Managing Director of the Company, liable to retire by rotation. Managerial remuneration of Mr. Jones George for the year 2025-26 was Rs. 1,23,16,207	Appointment as the Chairman – Whole-time Director (Designated as Executive Chairman) of the Company, not liable to retire by rotation Managerial remuneration of Mr. C J George for the year 2025-26 was Rs. 2,87,96,724
The Number of Meetings of the Board attended during the year	Four out of four meetings held during FY 2026-27 up to the date of this Notice.	Four out of four meetings held during FY 2026-27 up to the date of this Notice.
Relationships with other Directors, Manager and other Key Managerial Personnel	Son of Mr. C J George, currently the Executive Chairman of the Company.	Father of Mr. Jones George, currently the Managing Director of the Company.

Name of the Director	**Prof. Sebastian Luckose Morris**	**Mr. Snehil Kumar Singh IAS**
DIN	00037228	09584658
Date of Birth & Age	26.08.1955, 71 Years	08.02.1993, 33 Years
Nationality	Indian	Indian
Date of first Appointment on Board	16.11.2021	30.09.2026
Qualifications	MSc. Physics, Fellow of the Indian Institute of Management, Calcutta (Economics)	Bachelor's degree in civil engineering from IIT Roorkee

Shareholding in Geojit Financial Services Ltd. (as on September 30, 2026) (including shareholding as a beneficial owner)	Nil	Nil
Brief profile, experience and nature of expertise in specific functional areas	Prof. Sebastian Morris superannuated in September 2020, from the Indian Institute of Management, Ahmedabad as Professor (from 2000). His work involved teaching, research and consultancy and administration. Prof. Sebastian Morris is currently working as Senior Professor at the Goa Institute of Management, Goa. Prof. Sebastian Morris is a Fellow of the Indian Institute of Management, Calcutta (Economics) and a postgraduate, M.Sc. (five year integrated in Physics), of the Indian Institute of Technology, Bombay. Prof. Sebastian Morris is also a Director on the Board of Geojit Investments Limited and Geojit Technologies Private Limited.	Mr. Snehil Kumar Singh, IAS, serves as the Director of the Industries & Commerce Department, Managing Director of the Kerala State Industrial Development Corporation Ltd (KSIDC), and Managing Director of the Kerala State IT Infrastructure Limited (KSITIL). An alumnus of IIT Roorkee, he holds a degree in Civil Engineering and belongs to the 2016 batch of the Indian Administrative Service (Kerala Cadre). He brings extensive administrative experience to his current roles, having previously served as the District Collector of Kozhikode, Chief Executive Officer of Kerala IT Parks, Director of the Kerala State IT Mission, and Director of General Education.
Director of other Indian Companies (as on September 30, 2026) (including listed companies)	1. Geojit Technologies Private Limited 2. Geojit Investments Limited	1. Kerala State Industrial Development Corporation Ltd 2. Kerala Rubber Limited 3. Kerala State Civil Supplies Corporation Ltd 4. Kerala Infrastructure and Technology for Education 5. Nitta Gelatin India Limited
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a director (as on September 30, 2026)	**Geojit Financial Services Ltd:** 1. Nomination and Remuneration Committee - Member 2. Audit Committee - Member 3. Corporate Social Responsibility Committee - Member **Geojit Investments Limited** 1. Audit Committee – Chairman 2. Nomination and Remuneration Committee – Chairman **Geojit Technologies Pvt Ltd** 1. Corporate Social Responsibility Committee - Chairman	**Geojit Financial Services Ltd:** 1. Nomination and Remuneration Committee - Member

Resignation/Retirement from Listed Companies in the past three years	Nil	Nil
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	Re-appointment as the Non-executive Independent Director of the Company, not liable to retire by rotation. Rs. 6,00,000 was paid as sitting fees.	Appointment as Non-executive Nominee Director, liable to retire by rotation. Mr. Snehil Kumar Singh has not drawn any remuneration from the date of appointment to the date of this notice.
The Number of Meetings of the Board attended during the year	Four out of Four meetings held during FY 2026-27 up to the date of this Notice.	Nil
Relationships with other Directors, Manager and other Key Managerial Personnel	Nil.	Nil