

14.08.2023

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block – G,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
Ph. No.022 22721233
Scrip Code: GEOJITFSL - EQ

To,
The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Ph. No. 022-26598100
Scrip Code: 532285

Dear Sir/Madam,

Sub: Disclosure under Regulation 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR"), and the SEBI Circular bearing No. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated 13.07.2023 ("SEBI Circular")

1. This is with reference to disclosures required under Regulation 30A of the SEBI LODR read with Clause 5A of Para A of Schedule III and SEBI Circular. In this regard, we make the following disclosures.
2. We hereby inform you that we have received disclosure from Mr. C.J. George, the Promoter of the Company on 14.08.2023 about the Promotional Agreement entered into between Mr. C.J. George and Kerala State Industrial Development Corporation Limited ("**KSIDCL**") dated 23rd March, 1995 ("**Promotional Agreement**"). The intimation received from Mr. C.J. George and the details required as per aforesaid SEBI Circular is enclosed as **Annexure I**.
3. Further, we hereby inform that a Shareholders' Agreement was entered into among Mr. C.J. George, Mrs. Shiny George, BNP Paribas S.A., BNP Paribas India Holding Private Limited and the Company on 22nd January, 2016 ("**Shareholders' Agreement**"). The terms of the said Shareholders' Agreement were incorporated in the Articles of Association of the Company after obtaining approval of the Shareholders by way of special resolution on 25th January 2017. The details of the said Shareholders' Agreement as required as per aforesaid SEBI Circular are set out in **Annexure II**.

We also wish to inform that to ensure compliance with the SEBI LODR, the salient features of the Promotional Agreement and the Shareholders' Agreement are provided on <https://www.geojit.com/investor-relations>.

Thanking you,

Yours faithfully,

For Geojit Financial Services Limited

Liju K Johnson
Company Secretary

Encl: As above

ANNEXURE I

Details of Promotional Agreement dated 23rd March, 1995 between Kerala State Industrial Development Corporation Limited (“KSIDCL”) and C.J. George (“Promoter”), as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr No.	Particulars	Details
a.	If the listed entity is a party to the agreement details of the counterparties (including name and relationship with the listed entity)	Not Applicable.
b.	If listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity	C.J. George – Promoter and Managing Director of Geojit Financial Services Limited (“Company”).
	ii. details of the counterparties to the agreement (including name and relationship with the listed entity)	KSIDCL – Promoter Group.
	iii. date of entering into the agreement	23 rd March 1995.
c.	Purpose of entering into the agreement	Promotional association with KSIDCL when the Company was unlisted.
d.	Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable.
e.	Significant terms of the agreement (in brief)	<ul style="list-style-type: none"> • No disposal of shares held by KSIDCL or Promoter without prior approval of other party for five years from date of first allotment of shares; • KSIDCL has option to sell its shares to the Promoter at higher of their market value or book value; • KSIDCL and Promoter to support each other on all matters taken up at the board meetings and shareholder meetings; • KSIDCL and Promoter shall have right to nominate directors on the board of the Company subject to a minimum of one; • Managing Director shall be the nominee of the Promoter and shall not be liable to retire.

Sr No.	Particulars	Details
f.	Extent and the nature of impact on management or control of the listed entity	KSIDCL to appoint nominee director(s) on the board of the Company. KSIDCL and Promoter to support each other on all matters taken up at the board meetings and shareholder meetings.
g.	Details and quantification of the restriction or liability imposed upon the listed entity	Not Applicable.
h.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Yes, C.J. George is the Promoter and Managing Director of the Company and KSIDCL is a part of the promoter group.
i.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No, not a related party transaction at the time of entering into the Promotional Agreement.
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued	<ul style="list-style-type: none"> • 3,50,000 Equity Shares of Rs. 10 each allotted on 31st March 1995. • 1,50,000 Equity Shares of Rs. 10 each allotted on 24th November 1995.
k.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Harikishore Subramanian is currently the nominee director of KSIDCL on the board of the Company. C.J. George is the Managing Director of the Company.
l.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): <ol style="list-style-type: none"> i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier) 	Not Applicable.

ANNEXURE II

Details of Shareholders' Agreement dated 22nd January, 2016 amongst C.J. George, Shiny George, BNP Paribas S.A., BNP Paribas India Holding Private Limited and Geojit BNP Paribas Financial Services Limited (presently Geojit Financial Services Limited) ("Company"), as required by SEB Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr No.	Particulars	Details
a.	if the listed entity is a party to the agreement details of the counterparties (including name and relationship with the listed entity)	Yes. C.J. George – Promoter and Managing Director. Shiny George – Promoter. (Hereinafter referred to as "Promoters") BNP Paribas S.A. – Promoter Group. BNP Paribas India Holding Pvt Ltd – Promoter Group. (Hereinafter referred to as "BNPP")
b.	if listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity	Not Applicable.
	ii. details of the counterparties to the agreement (including name and relationship with the listed entity)	Not Applicable.
	iii. date of entering into the agreement	Not Applicable.
c.	purpose of entering into the agreement	Governance of the Company and dilution of rights of BNPP in the Company to protect the Company from BNPP's conflict of interest consequent to BNPP acquiring full ownership and control of Sharekhan Limited, though the shareholding in the Company remains the same. The terms of the Shareholders' Agreement were incorporated in the articles of association of the Company after obtaining approval of the Shareholders by way of special resolution on 25th January 2017.

Sr No.	Particulars	Details
d.	shareholding, if any, in the entity with whom the agreement is executed	Not Applicable.
e.	significant terms of the agreement (in brief)	<ul style="list-style-type: none"> • BNPP not entitled to appoint its nominee director on the board of the Company; • BNPP to vote in line with the majority of all directors (and not simply of the directors present and/or voting), if such resolutions is approved by the affirmative vote and/or written consent of all independent directors except in respect of certain protective rights; • Phasing out use of BNPP's brand name and associated IPR by the Company; • Promoters to have right of first offer in the event of sale by BNPP, and BNPP to have right of first offer in the event of sale by Promoters; • BNPP to have tag rights on Promoters shares, and the Promoters to have tag rights on BNPP shares.
f.	extent and the nature of impact on management or control of the listed entity	BNPP renounces its right to control the management of the Company.
g.	details and quantification of the restriction or liability imposed upon the listed entity	Not Applicable.
h.	whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	C.J. George – Promoter and Managing Director. Shiny George – Promoter. BNP Paribas S.A. – Promoter Group. BNP Paribas India Holding Pvt Ltd – Promoter Group.
i.	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No, not a related party transaction at the time of entering into the Shareholders’ Agreement.
j.	in case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable.

Sr No.	Particulars	Details
k.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable.
l.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): <ul style="list-style-type: none"> i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier) 	Not Applicable.