

Notice

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of Geojit Financial Services Limited will be held on Wednesday, August 07, 2019 at 4.00 PM at The Renai Cochin, Palarivattom, Kochi, Kerala - 682025 to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.

Item No. 2 - Dividend

To declare a final dividend of ₹ 1/-per equity share for the financial year 2018-19.

Item No. 3 - Appointment of Director

To appoint a Director in place of Mr. Punnoose George (DIN 00049968) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 - Appointment of Ms. Mohana Nair as Independent Director of the Company

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Ms. Mohana Nair (DIN 00366873), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from August 02 2018, who by virtue of the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT, pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Ms. Mohana Nair (DIN 00366873), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, as amended from time to time and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from August 02, 2018 upto August 01, 2023.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution the Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

Item No.5 - To consider obtaining loan/guarantee/security in connection with any loan taken, from Geojit Technologies (P) Ltd, Subsidiary Company.

To consider and if deemed fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, in partial modification to the resolution passed in the Annual General Meeting held on August 02, 2018 and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and pursuant to the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to obtain loan(s) in one or more tranches from, and/or obtain guarantee(s), and/or obtain security(ies) in connection with any obligation of the Company, from Geojit Technologies Private Limited, a subsidiary company of an aggregate outstanding amount not exceeding ₹1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) at any given point of time, as under.”

Name of the Related Party	Geojit Technologies (P) Ltd.
Nature of the transaction	Obtaining loan and/or obtain guarantee(s), and/or obtain security(ies) in connection with any obligation of the Company
Nature of relationship	Subsidiary Company
Material Terms and particulars of the contract/ arrangement	The loan will be unsecured and repayable on demand. The interest will be not less than base lending rate of State Bank of India and not more than 200 basis point from the base lending rate of State Bank of India Obtaining Corporate Guarantee from various Bankers will be based on terms and conditions agreed with respective Bankers.
Monetary value in ₹	Upto an aggregate limit of ₹ 150 Crores.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which term shall be deemed to include its "Committee of Directors"), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with Geojit Technologies (P) Ltd and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

Item No. 6- To appoint Mr. Satish Menon as a Whole-time Director of the Company and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors vide their respective meetings held on 01.03.2018 and 02.08.2018, approval of the members be and is hereby accorded to appoint Mr. Satish Menon (DIN: 02277331) as a Whole-time Director, designated as Executive Director of the Company, liable to retire by rotation for a period of 5 (five) years from August 02, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT, where during the terms of employment of Mr. Satish Menon as a Whole-time Director, if in any financial year the Company has no profits or inadequate profits, the remuneration payable to Mr. Satish Menon, Whole-time Director including salary, perquisites and other allowances shall be governed and be subject to such approvals if any, as may be required and subject to such conditions and ceiling, if any, as may be prescribed from time to time u/s 196, 197 read with Schedule V of the Companies Act, 2013 or such other limits, conditions as may be prescribed by the Government from time to time as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

Item No. 7- To appoint Mr. A Balakrishnan as a Whole-time Director of the Company and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors vide their respective meetings held on 01.03.2018 and 02.08.2018, approval of the members be and is hereby accorded to appoint Mr. A Balakrishnan (DIN: 00050016) as a Whole-time Director, designated as Executive Director of the Company, liable to retire by rotation for a period of 5 (five) years from August 02, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT, where during the terms of employment of Mr. A Balakrishnan as a Whole-time Director, if any, financial year the Company has no profits or inadequate profits, the remuneration payable to Mr. A Balakrishnan, Whole-time Director including salary, perquisites and other allowances shall be governed and be subject to such approvals if any, as may be required and subject to such conditions and ceiling, if any, as may be prescribed from time to time u/s 196, 197 read with Schedule V of the Companies Act, 2013 or such other limits, conditions as may be prescribed by the Government from time to time as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution."

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 101(2) OF THE COMPANIES ACT, 2013.

Item No: 4

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated May 16, 2018, and Board of Directors vide its resolution dated August 02, 2018, had appointed Ms. Mohana Nair (DIN 00366873) as an Additional Director (Non-Executive Independent) with effect from August 02, 2018 in accordance with the provision of Section 161 of the Act and Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Mohana Nair (DIN 00366873) holds office up to the conclusion of the ensuing Annual General Meeting.

The Company has received from Ms. Mohana Nair (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Board evaluated the performance of Ms. Mohana Nair based on her qualification and experience. The Board observed that Ms. Nair has adequate understanding and knowledge of the Company and the industry. She also has independent views and judgment about the activities of the Company and effectively contributes to the Board.

In the opinion of the Board, Ms. Mohana Nair fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, for her appointment as a Non-Executive Independent Director of the Company and is independent of the management.

The Copy of the draft letter for appointment of Ms. Mohana Nair as an Independent Non-Executive Director setting out terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, up to and including the date of AGM of the Company and same will also be available for inspection by members during the Annual General Meeting. The said Letter of Appointment is also available on the website of the

Company and can be accessed at www.geojit.com.

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

The Board accordingly recommends the Resolutions set out in Item No. 4 of the accompanying notice for approval by the members of the Company as an Ordinary Resolution.

Ms. Mohana Nair is not related to any other Director and Key Managerial Personnel of the Company. Ms. Nair does not hold any Equity Share in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Mohana Nair and her relatives, are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No.4 of the accompanying Notice.

Item No: 5

Geojit Technologies (P) Ltd (GTL), a subsidiary company is a software solutions provider wherein your company holds 65% of its capital. It is proposed to take approval from shareholders to obtain loan, guarantee, security from GTL in connection with any obligations of the Company.

The aforesaid loan will be unsecured and repayable on demand. The interest will be not less than base lending rate of State Bank of India and not more than 200 basis points from the base lending rate of State Bank of India. The Company may consider obtaining guarantee(s) and/or security(ies) in connection with any loan taken by the Company from GTL. The Company proposes to use the said loan(s)/guarantee(s)/security(ies) for its principal business activities and the matters connected and incidental thereto.

GTL being a subsidiary company, consent of the shareholders is required for material related party transactions pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). In view of the aforesaid provisions, consent of the members is being sought by way of an Ordinary Resolution for obtaining loan(s) and/or obtaining guarantee(s) and/or security(ies) in connection with any loan taken/ to be taken by the Company for an aggregate outstanding amount not exceeding ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore only) on the terms mentioned in the resolution set out at item no. 5 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 5 to be passed as an Ordinary Resolution by the members.

Except M/s BNP Paribas S.A., which holds 35% stake in GTL, Mr. Punnoose George, being Director of GTL and the Company and to the extent of his shareholding in Geojit Financial Services Limited, Mr. R Bupathy (Independent Director of the Company and GTL) and Mr. A Balakrishnan being Director of GTL and Whole-time Director of the Company, none of the other Promoters, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

It is proposed to seek members' approval for the appointment of Mr. Satish Menon and remuneration payable to him as a Whole-time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Mr. Satish Menon are as under:

Item No: 6

The Board of Directors of the Company ("the Board") at its meeting held on August 02, 2018 has subject to the approval of members, appointed Mr. Satish Menon (DIN: 02277331) as a Whole-time Director for a period of 5 (five) years from August 02, 2018, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

Pay Element	Monthly	Annually
Basic	272,000	
House Rent Allowance	48,000	
Academic Allowance	5,000	
Medical Reimbursement	1,250	
Education Allowance	1,150	
Meals Voucher	2,000	
Residence Phone - Reimbursement	2,000	
House Utilities - Reimbursement (Telecommunications, gas, electricity, water, housing society charges, salary of domestic help, maintenance of furnishings in the house occupied by the Director)	11,300	
Special Allowance	112,000	
Gross Salary	454,700	
Provident Fund- Employer	32,640	
Monthly CTC	487,340	5,848,080
Leave Travel Concession		140,000
Mediclaime Premium (5 lacs coverage)		
Personal Accident Premium (20 lacs)		
Perquisites:		
1. Car with Driver		
2. Reimbursement of expenses actually and properly incurred by the Director for the business of the Company		
3. Leave and Leave encashment as per the Leave Policy of the Company		
4. Overseas Travel Insurance Premium for USD 300,000		
5. Annual Membership in Two Professional Bodies		
6. Annual Membership in one Club		
Annual Increment	Upto 10% subject to the decision of the Board every year	
Commission	Annually payable, in such amounts or proportions and in such manner and in all respects, as may be decided by the Board of Directors of the Company every year subject to the maximum limit not exceeding 0.5% of the PBT calculated in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.	
Period of Contract	5 years from August 02, 2018 to August 01, 2023	

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

The Board accordingly recommends the Resolutions set out in Item No. 6 of the accompanying notice for approval by the members of the Company as a Special Resolution.

Mr. Satish Menon is not related to any other Director and Key Managerial Personnel of the Company. Mr. Satish holds 6,35,578 Equity Shares of ₹1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Satish Menon and his relatives, are concerned or interested, financially or otherwise, in the aforesaid resolution mentioned at Item No.6 of the accompanying Notice.

Item No: 7

The Board of Directors of the Company ("the Board") at its meeting held on August 02, 2018 has subject to the approval of members, appointed Mr. A Balakrishnan (DIN: 00050016) as a Whole-time Director for a period of 5 (five) years from August 02, 2018, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment of Mr. A Balakrishnan and remuneration payable to him as a Whole-time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Mr. A Balakrishnan are as under:

Pay Element	Monthly	Annually
Basic	272,000	
House Rent Allowance	48,000	
Academic Allowance	5,000	
Medical Reimbursement	1,250	
Education Allowance	1,150	
Meals Voucher	2,000	
Residence Phone - Reimbursement	2,000	
House Utilities - Reimbursement (Telecommunications, gas, electricity, water, housing society charges, salary of domestic help, maintenance of furnishings in the house occupied by the Director)	11,300	
Special Allowance	112,000	
Gross Salary	454,700	
Provident Fund- Employer	32,640	
Monthly CTC	487,340	5,848,080
Leave Travel Concession		140,000
Mediclaim Premium (5 lacs coverage)		
Personal Accident Premium (20 lacs)		
Perquisites:		
1. Car with Driver		
2. Reimbursement of expenses actually and properly incurred by the Director for the business of the Company		
3. Leave and Leave encashment as per the Leave Policy of the Company		
4. Overseas Travel Insurance Premium for USD 300,000		
5. Annual Membership in Two Professional Bodies		
6. Annual Membership in one Club		
Annual Increment	Upto 10% subject to the decision of the Board every year	
Commission	Annually payable, in such amounts or proportions and in such manner and in all respects, as may be decided by the Board of Directors of the Company every year subject to the maximum limit not exceeding 0.5% of the PBT calculated in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.	
Period of Contract	5 years from August 02,2018 to August 01, 2023	

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

The Board accordingly recommends the Resolutions set out in Item No. 7 of the accompanying notice for approval by the members of the Company as a Special Resolution.

Mr. A Balakrishnan is not related to any other Director and Key Managerial Personnel of the Company. Mr. Balakrishnan holds 2,38,802 Equity Shares of ₹1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. A Balakrishnan and his relatives, are concerned or interested, financially or otherwise, in the aforesaid resolution mentioned at Item No.7 of the accompanying Notice.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

Place: Kochi
 Date: 30.05.2019

GEOJIT FINANCIAL SERVICES LIMITED
 Registered Office: 34/659-P, Civil Line Road
 Padivattom, Kochi – 682024, Kerala, India
 Corporate Identity Number (CIN): L67120KL1994PLC008403
 E mail – mailus@geojit.com, Website: www.geojit.com
 Phone: 0484-2901000, Fax: 0484-2979695

IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business as set out in Item No. 4 to 7 and relevant details in respect of Item no. 3 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard on General Meeting (SS-2) are annexed hereto.
5. Members/Proxies/Authorised representatives are requested to bring their copy of Annual Report and Attendance Slip duly filled in and signed and handover the same at the entrance of the hall.
6. Electronic copy of the Annual Report for 2018-19, the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
7. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.geojit.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during business hours on all working days except Saturday(s), Sunday(s) and Public Holidays upto and at the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id:companysecretary@geojit.com.

8. Members holding shares in physical mode are requested to register their e-mail ID's with the Registrar & Share Transfer Agents (RTA) of the Company - M/s. S.K.D.C. Consultants Limited and members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar & Share Transfer Agents of the Company in respect of shares held in physical form and to DP's in respect of shares held in electronic form.

9. Members are requested to address all correspondences, change in their bank account details, including dividend matters, to the Registrar & Share Transfer Agents M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu-641006 (Email: info@skdc-consultants.com).
10. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
11. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2010-11 from time to time to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, and the rules made there under, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company and also on the website of the Ministry of Corporate Affairs.

Members are also requested to note that dividend that are not claimed within seven years from the date of transfer to the Company's unpaid dividend account will, as per Section 124 of Companies Act 2013 ("Act") be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable Rules.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Members holding shares in physical form are requested to dematerialize their shares. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank Account Details to SKDC Consultants Limited ("RTA")/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are also requested to submit the aforesaid information to their respective Depository Participant. Members holding shares in physical form can submit their PAN details to the Company or the RTA. Members holding shares in physical form are also requested to quote their PAN details on the share transfer deed submitted for transfer of their shares.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from Statutory Auditors of the Company as stipulated under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended will be available for inspection by the members upto and at the Annual General Meeting.
16. The Register of Members and Share Transfer Books will remain closed from July 25, 2019 to July 26, 2019 (both days inclusive) for the purpose of payment of the final dividend for the financial year 2018-19 and the AGM. Dividend as recommended by the Board, if declared, at the meeting will be paid within a period of 30 days from the date of declaration to those members whose name appear on the Register of Members as of close of the business hours on July 24, 2019. The Board recommended a final dividend of ₹ 1 per equity share.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection

at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturday(s), Sunday(s) & Public Holiday(s), up to the date of the Annual General Meeting of the Company and at the meeting.

18. A route map showing directions to reach the venue of 25th AGM is given at the end of this Notice as per the requirement of Secretarial Standards -2 on "General Meeting."

19. Voting Through Electronic means

1. Pursuant to Section 108 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI(LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) of the Company by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services. The Members may cast their vote using an electronic voting system from a place other than the venue of the meeting.
2. The facility of casting the votes by the members using an electronic system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
4. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. **The remote e-voting period commences on Sunday, 4th August 2019 (9:00 am) and ends on Tuesday, 6th**

August 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in demat form, as on the **cut - off date of Wednesday, 31st July, 2019**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holds shares as on the **cut-off date i.e; Wednesday, 31st July, 2019**, may obtain the Log-in ID and Password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing Log-in ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

8. The instructions for remote e-voting:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
20. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu- 641006 (Email: info@skdc-consultants.com). For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
21. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
22. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No.A21438

Place: Kochi
 Date: 30.05.2019
 GEOJIT FINANCIAL SERVICES LIMITED
 Registered Office: 34/659-P, Civil Line Road
 Padivattom, Kochi – 682024, Kerala, India
 Corporate Identity Number (CIN): L67120KL1994PLC008403
 E mail – mailus@geojit.com, Website: www.geojit.com
 Phone: 0484-2901000, Fax: 0484-2979695

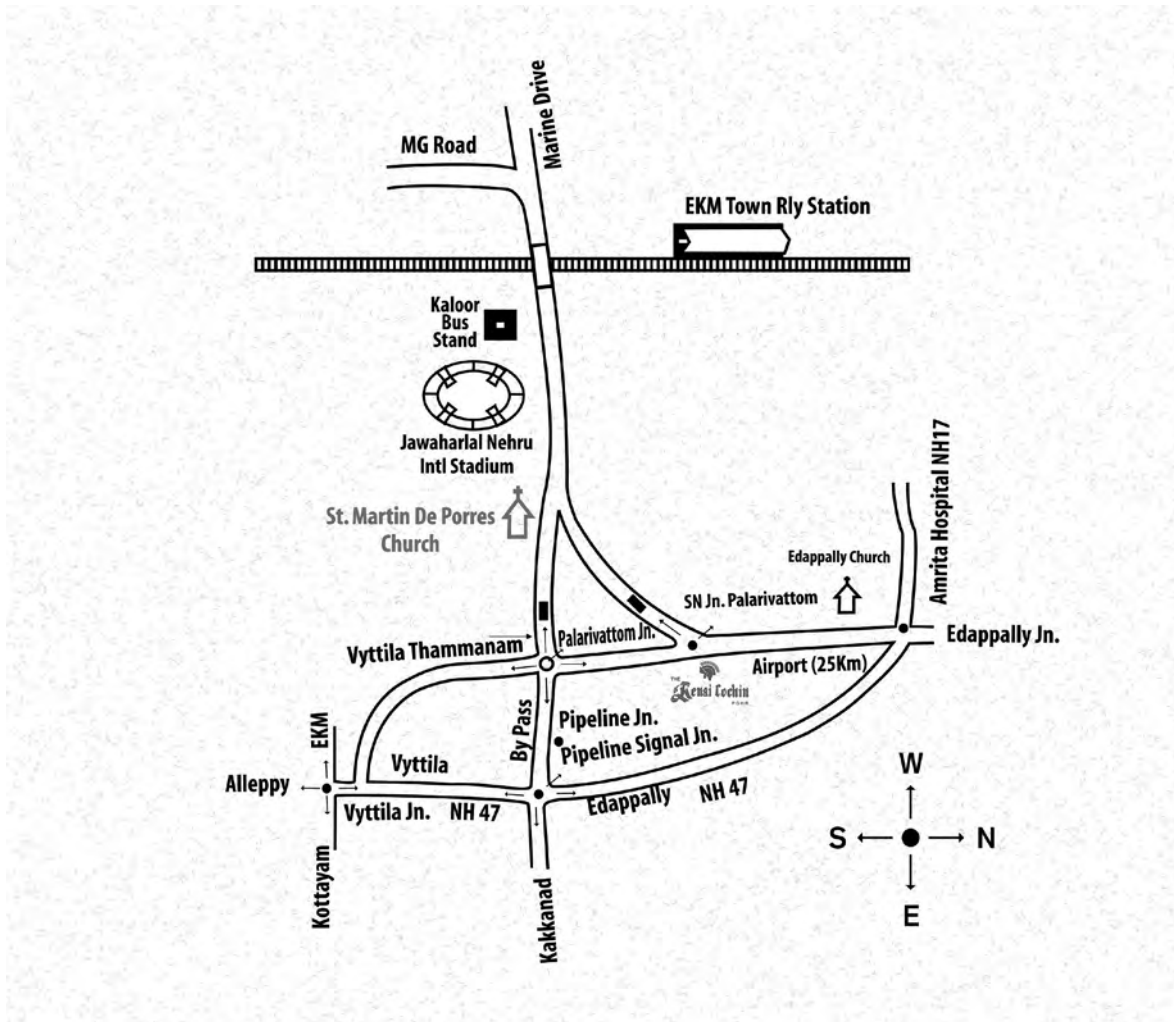
Details of the Director seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Punnoose George	Ms. Mohana Raj Nair	Mr. Satish Menon	Mr. A Balakrishnan
Date of Birth & Age	26-05-1959, 60 yrs	21-06-1951, 68 yrs	16-07-1970, 49 yrs	29-05-1964, 55 yrs
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment on Board	29-04-1995	02-08-2018	02-08-2018	02-08-2018
Qualifications	B.Sc. Engg., LLM	M.Sc. (Electronics), LLB, Diploma ICWAI, CFP in Financial Management	M.Sc., PGDCS, PGDBM	M.Sc., PGDCS, PGDBM
Shareholding in Geojit Financial Services Ltd. (as on 31 March, 2019)	99,25,000 equity shares of ₹ 1/- each	Nil	6,35,578 equity shares of ₹ 1/- each	2,38,802 equity shares of ₹ 1/- each
Brief profile, experience and expertise in specific functional area	He is an industrialist of repute with interests in manufacturing industries, plantations and educational institutions. He is the Executive Director of Kottukulam Group - Kottayam, Chairman - SAINTGITS Institutions, Director and Partner of M/s. Concrete Construction Company and Group of Companies of M/s. Youth Skills Foundation.	Ms. Mohana Nair has 35 years with experience as an advocate in the High Court of Mumbai and is also an advisor to several corporate banks and financial institutions. Her areas of specialization are Corporate and Commercial Law, Intellectual Property and Litigation, and other civil matters. She is currently on the Boards of Ugam Solutions Pvt Ltd, AGR Knowledge Services Pvt Ltd, StratBiz Consulting Pvt Ltd (Avalon Securities, Kuwait), he was awarded "Manager of the Year" by Kerala Management Association (KMA).	Mr. Satish Menon holds a Bachelor of Commerce degree from Bombay University and is a qualified Associate Cost and Works Accountant (AICWA) and a Certified Financial Planner (CFP). He joined Geojit in 1999 and has been instrumental in spearheading the transformation of Geojit into a technology-driven retail financial services intermediary that has pioneered many innovations over the years to enhance client's trading experience. In 2009, he was awarded the Kerala Management Association's "Manager of the Year" Award and in 2011 and 2013 was conferred the CIO100 Award by IDG India's CIO Magazine.	Mr A Balakrishnan was the Managing Director of Geojit Technologies (P) Ltd and Director of Barjeel Geojit Financial Services LLC, Dubai. He joined Geojit in 1998 and has been instrumental in spearheading the transformation of Geojit into a technology-driven retail financial services intermediary that has pioneered many innovations over the years to enhance client's trading experience. In 2009, he was awarded the Kerala Management Association's "Manager of the Year" Award and in 2011 and 2013 was conferred the CIO100 Award by IDG India's CIO Magazine.
Director of other Indian Companies	<ol style="list-style-type: none"> Kottukulam Engineers Pvt. Ltd Unity Realtors Pvt. Ltd. Geojit Technologies Pvt. Ltd. Yulfono Estates Pvt. Ltd. Youth Empowerment Skills Foundation 	<ol style="list-style-type: none"> Ugam Solutions SEZ Pvt. Ltd. Ugam Solutions Pvt. Ltd. Stratbiz Consulting Pvt. Ltd. AGR Knowledge Services Pvt. Ltd. 	<ol style="list-style-type: none"> Geojit Techloan Private Limited 	<ol style="list-style-type: none"> Geojit Investment Services Limited Geojit Technologies Private Limited Geojit Techloan Private Limited

Name of the Director	Mr. Punnoose George	Ms. Mohana Raj Nair	Mr. Satish Menon	Mr. A Balakrishnan
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a Director	<p>I Member of Stakeholders' Relationship Committee</p> <p>1. Geojit Financial Services Limited</p> <p>II. Member of Corporate Social Responsibility Committee</p> <p>1. Geojit Financial Services Limited</p> <p>2. Geojit Technologies Private Limited</p>	<p>I. Member of Audit Committee</p> <p>1. Ugam Solutions SEZ Pvt. Ltd.</p> <p>2. Ugam Solutions Pvt. Ltd</p> <p>II. Member of Corporate Social Responsibility Committee</p> <p>1. Ugam Solutions SEZ Pvt. Ltd. - Chairperson</p> <p>2. Ugam Solutions Pvt. Ltd -Chairperson</p>	Nil	<p>I. Member of Corporate Social Responsibility Committee</p> <p>1. Geojit Technologies Private Limited</p>
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	<p>Appointed as Non Executive Director liable to retire by rotation. (Independent), not liable to retire by rotation.</p> <p>He is not eligible for remuneration other than sitting fees for attending Board & Committee remuneration other than sitting fees for attending Board & Committee Meetings.</p> <p>₹ 2,60,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2018-19.</p>	<p>Appointed as Additional Director (Independent), not liable to retire by rotation.</p> <p>She is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings.</p> <p>₹ 80,000/- was paid as sitting fees for attending Board Meetings in the FY 2018-19.</p>	<p>Appointed as Whole-time Director. He is eligible for remuneration as per the details provided under Item 6 of Explanatory Statement</p>	<p>Appointed as Whole-time Director. He is eligible for remuneration as per the details provided under Item 7 of Explanatory Statement</p>
The Number of Meetings of the Board attended during the year	Six out of seven meetings for FY 2018-19	Two Meetings post appointment date (02.08.2018) out of seven meetings for FY 2018-19.	Three Meetings post appointment date (02.08.2018) out of seven meetings for FY 2018-19.	Three Meetings post appointment date (02.08.2018) out of seven meetings for FY 2018-19.
Relationships with other Directors, Manager and other Key Managerial Personnel	None	None	None	None

Route map to the 25th AGM venue



Prominent Landmark: Near Palarivattom Metro Station