

Notice

Notice is hereby given that the Twenty Sixth Annual General Meeting ('AGM') of the members of Geojit Financial Services Limited will be held on Wednesday, September 02, 2020 at 4.00 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) 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, 2020 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, 2020 together with the report of Auditors thereon.

Item No. 2 - Dividend

To confirm the payment of Interim Dividend for the financial year ended March 31, 2020.

Item No. 3 - Appointment of Director

To appoint a Director in place of Mr. A Balakrishnan (DIN: 00050016) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 - Appointment of Mr. James Varghese (DIN: 01612976) 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), Mr. James Varghese (DIN: 01612976), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from November 14, 2019, who by virtue of the provisions of Section 161 of the Companies Act, 2013, holds the 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), Mr. James Varghese (DIN: 01612976), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25 of Securities and Exchange Board of India (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 November 14, 2019 up to November 13, 2024.

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 Appointment of Mrs. Alice Geevarghese Vaidyan (DIN: 07394437) 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), Mrs. Alice Geevarghese Vaidyan (DIN: 07394437), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from August 04, 2020, who by virtue of the provisions of Section 161 of the Companies Act, 2013, holds the 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), Mrs. Alice Geevarghese Vaidyan (DIN: 07394437), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25 of Securities and Exchange Board of India (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 04, 2020 up to August 03, 2025.

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. 6 - Re-appointment of Mr. C J George (DIN: 00003132) as the Managing Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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 and the approval of the Board of Directors vide their respective meetings held on November 14, 2019, approval of the members be and is hereby accorded to re-appoint Mr. C J George (DIN: 00003132) as Managing Director of the Company for a period of 5 (five) years commencing from November 24, 2019 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 re-appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT, notwithstanding anything contained hereinabove, where during the term of employment of Mr. C J George as the Managing Director, in any financial year, the Company has no profits or inadequate profits, the remuneration payable to Mr. C J George, Managing 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, 198 read with Schedule V to 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.”

Item No.7 - To consider granting loan/giving guarantee/providing security in connection with any loan taken by Geojit Credits (P) Ltd, Subsidiary Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 185, 186, 188 and other application provision, if any, of the Companies Act, 2013, 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 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of Members of the Company be and is hereby accorded for making of loan(s) in one or more tranches to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Geojit Credits Private Limited, being an entity falling under the category of ‘any person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2 of Section 185 of the Act, of an aggregate outstanding amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores only) at any given point of time, as under;

Name of the Related Party	Nature of the transaction	Nature of relationship	Material Terms and particulars of the contract/arrangement	Monetary value in ₹
Geojit Credits (P) Ltd.	Providing loan and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/ to be taken by Geojit Credits Private Limited	Subsidiary Company	The loan will be unsecured and repayable on demand. The rate of interest will not be lower than the prevailing yield of one year, three years, five year or ten year Government Security closest to the tenor of the loan. Providing Corporate Guarantee from various Bankers will be based on terms and conditions agreed with respective Bankers.	Upto an aggregate limit of ₹ 50 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Item No.8 - 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 a **Special Resolution**:

“RESOLVED THAT, in partial modification to the resolution passed in the Annual General Meeting held

on August 07, 2019 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 ₹ 1,75,00,00,000/- (Rupees One Hundred and Seventy Five Crores only) at any given point of time, as under.”

Name of the Related Party	Nature of the transaction	Nature of relationship	Material Terms and particulars of the contract/arrangement	Monetary value in ₹
Geojit Technologies (P) Ltd.	Obtaining loan and/or obtain guarantee(s), and/or obtain security(ies) in connection with any obligation of the Company	Subsidiary Company	The loan will be unsecured and repayable on demand. The interest will be not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and not more than 200 basis point from prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan Obtaining Corporate Guarantee from various Bankers will be based on terms and conditions agreed with respective Bankers.	Upto an aggregate limit of ₹ 175 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 related parties 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.”

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 at its meeting dated May 29, 2019, the Board of Directors vide its resolution dated November 14, 2019, had appointed Mr. James Varghese (DIN: 01612976) as an Additional Director (Non-Executive Independent) with effect from November 14, 2019 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, Mr. James Varghese (DIN: 01612976) holds the office up to date of the ensuing Annual General Meeting.

The Company has received notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing appointment of Mr. James Varghese (DIN: 01612976) as Director of the Company.

The Company has received from Mr. James Varghese (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 he 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 he 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Board evaluated the performance of Mr. James Varghese and observed that he has adequate understanding and knowledge of the Company and the industry. He also has independent views and judgment about the activities of the Company and effectively contributes to the Board.

Keeping in view his vast experience and knowledge, it will be beneficial and in the interest of the Company to appoint Mr. James Varghese (DIN: 01612976) as an Independent Director of the Company.

In the opinion of the Board, Mr. James Varghese 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 as amended from time to time, for his 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 Mr. James Varghese 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. The said Letter of Appointment is also available on the website of the Company and can be accessed at <https://www.geojit.com/About-Us/pdfs/MrJamesVarghese.pdf>.

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.

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.

Mr. James Varghese 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 Mr. James Varghese 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.

Item No: 5

Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting dated August 03, 2020, the Board of Directors vide its resolution dated August 04, 2020, had appointed Mrs. Alice Geevarghese Vaidyan (DIN: 07394437) as an Additional Director (Non-Executive Independent) with effect from August 04, 2020 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, Mrs. Alice Geevarghese Vaidyan (DIN: 07394437) holds the office up to date of the ensuing Annual General Meeting.

The Company has received notice pursuant to the provisions of Section 160 of the Companies Act, 2013

from a member proposing appointment of Mrs. Alice Geevarghese Vaidyan (DIN: 07394437) as Director of the Company.

The Company has received from Mrs. Alice Geevarghese Vaidyan (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Board considered the profile of Mrs. Vaidyan and observed that she has vast experience and knowledge of the financial services industry. Board is of the opinion that, it will be beneficial and in the interest of the Company to appoint Mrs. Alice Geevarghese Vaidyan (DIN: 07394437) as an Independent Director of the Company.

In the opinion of the Board, Mrs. Vaidyan 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 Securities and Exchange Board of India (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 Mrs. Alice Geevarghese Vaidyan 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. The said Letter of Appointment is also available on the website of the Company and can be accessed at <https://www.geojit.com/About-Us/pdfs/MrsAliceGVaidyan.pdf>.

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.

The Board accordingly recommends the Resolutions set out in Item No. 5 of the accompanying notice for approval by the members of the Company as an Ordinary Resolution.

Mrs. Alice Geevarghese Vaidyan is not related to any other Director and Key Managerial Personnel of the Company. She does not hold any Equity Share in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Alice Geevarghese Vaidyan and her relatives, to the extent of her appointment are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No.5 of the accompanying Notice.

Item No: 6

The shareholders of the Company at the Annual General Meeting held on July 30, 2015 appointed Mr. C J George as Managing Director for a term of five years commencing from November 24, 2014 up to November 23, 2019.

The Board of Directors of the Company (“the Board”) at its meeting held on November 14, 2019 had, subject to the approval of members, re-appointed Mr. C J George (DIN: 00003132) as the Managing Director for a period of 5 (five) years from November 24, 2019, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the ‘NR Committee’) of the Board.

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, has given his consent to act as the Managing Director of the Company.

It is proposed to seek members’ approval for the re-appointment of Mr. C J 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. C J George are as under:

		Monthly	Annual
1	Basic Pay (With annual increment at 5% of monthly CTC)	7,07,385	84,88,616
2	HRA	20,000	2,40,000
3	Meals Allowance/Sodexo.	2,500	30,000
	Gross Salary	7,29,885	87,58,616
4	Company’s contribution to Provident Fund @12% of Basic Pay as applicable to the employees of the Company	84,886	10,18,634

		Monthly	Annual
Monthly CTC		8,14,771	97,77,250
5	Annual Leave Travel Allowance (Half month's Basic Pay) as applicable to the employees of the Company. Family of MD means spouse, dependent children and dependent parents		3,53,692
6	Annual Medical Allowance - One month's Basic Pay annually or five months Basic Pay payable over a period of 5 years		7,07,385
7	Reimbursement of expenses towards house utilities such as Telecommunications, gas, electricity, water, housing society charges, servant's salary, maintenance of furnishings in the house occupied by MD.		5,00,000
8	Annual Premium towards Medi-claim Policy of Sum Assured ₹ 10 lacs for MD, Spouse and as applicable to the employees of the Company. (Subject to Change at the time of policy renewal)		52,336
9	Annual Premium towards Personal Accident Insurance Policy for MD for Sum Assured of ₹ 25 lacs (Subject to Change at the time of policy renewal)		648
10	Annual Premium towards Overseas Travel Insurance for Official travel of MD, by road, rail or air, for USD 5,00,000 along with riders. (Subject to Change at the time of policy renewal)		5,189
Annual CTC			1,13,96,500
11	Cost of furnishing up to ₹ 10 lakhs during the contract period (5 years) 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.		10,00,000
Other Costs			
12	Leave and Leave Encashment as applicable to the employees of the Company		
13	Annual Premium towards the Group Gratuity Scheme as applicable to the employees of the Company		
14	Residential Telephone: Personal long distance telephone calls shall be billed by the Company to the Managing Director		
15	Reimbursement of expenses actually and properly incurred by MD for the business of the Company		
16	Club fees of maximum 2 clubs which will not include admission and life membership fees		
17	Use of Company Car and Driver for Official and personal use subject to tax as per Income tax Rules.		
18	Commission: 1.5% of the net profits of the Company before tax as computed in the manner laid down in Section 198 of the Companies Act, 2013.		

This Explanatory Statement be treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement to be entered into between the Company and Mr. C J George.

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.

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. C J George is not related to any other Director and Key Managerial Personnel of the Company.

As on March 31, 2020, Mr. George holds 4,33,13,236 Equity Shares of ₹ 1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. C J George 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

Geojit Credits (P) Limited (GCL) is a subsidiary company, wherein your Company along with Geojit Investment Services Limited, a wholly owned subsidiary holds about 94% equity share capital. GCL is a non banking financial company.

The shareholders of the Company at the Annual General Meeting dated August 02, 2018 approved to support GCL by way of lending them for meeting its working capital requirements by way of loans, which will be unsecured, and repayable on demand at an interest which would be not less than base lending rate of State Bank of India. As per provisions of Section 186 of the Companies Act, 2013, no loan shall be given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.

The Company may consider giving guarantee(s) and/or provide security(ies) in connection with any loan taken/ to be taken by GCL at a revised interest rate which is not less than prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan. GCL shall use the said loan(s)/guarantee(s)/security(ies) for its principal business activities i.e. lending related activities and the matters connected and incidental thereto.

GCL is an entity falling under the category of 'any person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013. GCL being a subsidiary, 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 a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by GCL of an aggregate outstanding amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crore only) on the terms mentioned in the resolution set out at item no.6 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 7 to be passed as a Special Resolution by the members.

Except Mr. C J George (being the Managing Director and shareholder (0.91%) of GCL), Mr. R Bupathy (to the extent of being Independent Director of the Company and GCL) and Mr. Sanjeev Kumar Rajan(to the extent of being Chief Financial Officer of the Company and GCL) and their respective relatives, none of the other Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution as set out at item no. 7 of accompanying Notice.

Item No: 8

Geojit Technologies (P) Ltd (GTL), a subsidiary company and a related party, is a software solutions provider wherein your company holds 65% of its capital. It is proposed to obtain approval from shareholders to obtain loan, guarantee, security for obligations of the Company, from the subsidiary in case of any working capital requirements of the Company.

The aforesaid loan will be unsecured and repayable on demand. The interest will not be lower than the

prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and not more than 200 basis point from prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan. 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 related party, 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 a Special 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 of an aggregate outstanding amount not exceeding ₹ 1,75,00,00,000/- (Rupees One hundred and Seventy-Five Crore only) on the terms mentioned in the resolution set out at item no. 8 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 8 to be passed as a Special Resolution by the members.

Except M/s BNP Paribas, 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 Executive 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.

By Order of the Board of Directors

Liju K Johnson

Company Secretary

Membership No. A21438

Place: Kochi

Date: 04.08.2020

GEOJIT FINANCIAL SERVICES LIMITED

Registered Office: 34/659-P, Civil Line Road

Pativattom, 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. Considering the present COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members at the AGM venue is not required and annual general meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Registered Office of the Company situated at 34/659-P, Civil Line Road, Padivattom, Kochi shall be deemed as the venue for the meeting and proceedings of the AGM shall be deemed to be made thereat.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.geojit.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. 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 8 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.
9. Electronic copy of the Annual Report for 2019-20, the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of Remote e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.
10. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.geojit.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: companysecretary@geojit.com.

11. **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.

12. 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).
13. 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.
14. 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.
15. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2011-12 and interim dividend declared during the year 2012-13, 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.

16. 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.
17. 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.
18. 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 electronically for inspection by the members during the Annual General Meeting.

All documents referred to in the accompanying Notice and the Explanatory Statement will

also be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to companysecretary@geojit.com.

19. Since the AGM will be held through VC/OAVM, the route map showing directions to reach the venue of the meeting is not annexed hereto.

20. 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 26th 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.

2. The Members will be provided the facility to cast their votes electronically at the Meeting.

The facility of casting the votes electronically by the members during the AGM will be provided by National Securities Depository Limited (NSDL).

3. **The remote e-voting period commences on Sunday, August 30, 2020 (9:00 am) and ends on Tuesday, September 01, 2020 (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 Thursday, August 27, 2020**, 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.
4. 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 casting the vote electronically. A person who is not a member as on the cut -off date should treat this notice for information purpose only.
5. 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; Thursday, August 27, 2020**, 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).

6. 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-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 '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, 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.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 to (Name of NSDL Official) at evoting@nsdl.co.in

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.

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.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views/ask questions during the meeting may

register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@geojit.com.

5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@geojit.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
21. 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.
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: 04.08.2020

GEOJIT FINANCIAL SERVICES LIMITED
 Registered Office: 34/659-P, Civil Line Road
 Padvattom, 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 Directors seeking re-appointment at the forthcoming Annual General Meeting
 [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 and Secretarial Standards on General Meetings (SS-2)]

Name of the Director	Mr. A Balakrishnan	Mr. James Varghese IAS (Retd.)	Mr. Alice Geevarghese Vaidyan	Mr. C J George
Date of Birth & Age	29.05.1964, 56 yrs	28.11.1957, 62 years	22.07.1959, 61 years	22.03.1959, 61 years
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment on Board	02.08.2018	14.11.2019	04.08.2020	24.11.1994
Qualifications	M.Sc., PGDCS, PGDBM	M.Sc. Zoology	MA (English Literature), Insurance Institute of India – Fellow, Harvard Business School – Leadership Strategy program	M.Com, CFP
Shareholding in Geojit Financial Services Ltd. (as on March 31, 2020)	2,51,302 equity shares of ₹ 1/- each	Nil	Nil	4,33,13,236 equity shares of ₹ 1/- each
Brief profile, experience and expertise in specific functional area	<p>Mr. A Balakrishnan was the Managing Director of Geojit Technologies (P) Ltd and is the Director of Barjeel Geojit Financial Services LLC, UAE. 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.</p>	<p>Mr. James Varghese, IAS, retired as the Additional Chief Secretary of Government of Kerala. An officer from Kerala Cadre, he has served in various capacities such as District Collector - Malappuram and Idukki; General Manager - Kerala Financial Corporation and Principal Secretary to Government of Kerala. He has a Master of Science degree in Zoology from University of Kerala in addition to Diploma in Management and Post Graduate Diploma in Financial Management from Indira Gandhi Open University.</p>	<p>Mr. Alice G Vaidyan is the first lady officer to assume the post of Chairman-cum-Managing Director (CMD) of General Insurance Corporation of India and the first lady CMD in the Indian general insurance industry. Mrs. Vaidyan has over 36 years of experience and is considered among the foremost insurance experts not just in Indian insurance and reinsurance industry, but also across the globe.</p> <p>Mrs. Vaidyan joined New India Assurance Co. Limited in 1983 as direct recruit officer and rose to level of Deputy General Manager in 2008 and then joined as Deputy General Manager of General Insurance Corporation and was promoted to Chairman & Managing Director in 2016. She retired from the Company on July 31, 2019. Mrs. Vaidyan was the only Indian featured in Fortune's Global List (2018) of 50 Most Powerful Women in Business and a recipient of following awards/recognition:</p> <ul style="list-style-type: none"> Freedom of the City of London (2019) – for her work to promote insurance ties between India and UK Woman CEO of the Year (2019) – ET Prime 30 Most Powerful Women in Indian Business (2016, 2017, 2018) – Business Today Most Powerful Women in Business (2017, 2018, 2019) – Fortune India Leadership Excellence Award (2019) – ASSOCHAM 	<p>Mr. C. J. George, a financial services industry entrepreneur, is the founder and Managing Director of Geojit Financial Services Ltd.</p> <p>Mr. George has memberships in many professional bodies and is at present the Managing Committee Member of the Associated Chambers of Commerce & Industry of India (ASSOCHAM), New Delhi, the Advisory Committee Member of Indian Clearing Corporation Limited (ICCL) and a member of The Syndicate of Cochin University of Science and Technology (CUSAT).</p> <p>Mr George is a recipient of Management Leadership Award of Kerala Management Association</p>

Name of the Director	Mr. A Balakrishnan	Mr. James Varghese IAS (Retd.)	Mrs. Alice Geevarghese Vaidyan	Mr. C J George
Director of other Indian Companies (as on March 31, 2020)	<ol style="list-style-type: none"> Geojit Investment Services Limited Geojit Technologies Private Limited Geojit Techloan Private Limited 	<ol style="list-style-type: none"> Kerala School Teachers and Non Teaching Staff Welfare Corporation Ltd Kerala State Housing Development Finance Corporation Ltd. Kerala State Coir Machinery Manufacturing Company Ltd 	Nil	<ol style="list-style-type: none"> Geojit Credits Private Limited V Guard Industries Limited Kerala Infrastructure Fund Management Limited CJG Holdings India Private Limited
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a Director	Committees in Geojit Technologies Private Limited <ol style="list-style-type: none"> Corporate Social Responsibility Committee - Member 	Nil	Nil	Committees in Geojit Financial Services Limited <ol style="list-style-type: none"> Stakeholders' Relationship Committee - Member Corporate Social Responsibility Committee - Member Committees in V-Guard Industries Limited <ol style="list-style-type: none"> Audit Committee - Member Stakeholders' Relationship and Share Transfer Committee - Member Nomination and Remuneration Committee - Chairman
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	In terms of Section 152(G) of the Companies Act, 2013, Mr. A Balakrishnan who was appointed as an Executive Director at the Annual General Meeting held on August 07, 2019, is liable to retire by rotation. ₹ 92,05,605 was paid as remuneration to Mr. A Balakrishnan during the FY 2019-20 as approved by the members in the Annual General Meeting dated 07.08.2019	Appointment as Non-Executive Independent Director, w.e.f. August 04, 2019 for a period of five years, not liable to retire by rotation. She is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings. He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings.	Appointment as Non-Executive Independent Director w.e.f. November 24, 2019 for a period of five years, not liable to retire by rotation. He is eligible for remuneration as per the details provided under Item 5 of Explanatory Statement of the accompanying Notice. ₹ 1,97,25,433 paid as remuneration for the FY 2019-20.	Re-Appointment as Managing Director w.e.f. November 24, 2019 for a period of five years, not liable to retire by rotation. He is eligible for remuneration as per the details provided under Item 5 of Explanatory Statement of the accompanying Notice. ₹ 1,97,25,433 paid as remuneration for the FY 2019-20.
The Number of Meetings of the Board attended during the year	Five out of five meetings for FY 2019-20.	One Meeting post the appointment date (14.11.2019) out of five meetings for FY 2019-20.	Nil Meetings attended during the FY 2019-20.	Five out of five meetings for FY 2019-20.
Relationships with other Directors, Manager and other Key Managerial Personnel	None	None	None	None