

Notice

Notice is hereby given that the Twenty Eighth Annual General Meeting ('AGM') of the members of Geojit Financial Services Limited will be held on Friday, July 15, 2022 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, 2022 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, 2022 together with the report of Auditors thereon.

Item No. 2 - Dividend

To declare a final dividend of ₹ 3.00 per equity share for the financial year ended March 31, 2022.

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 - Re-Appointment of Mr. Radhakrishnan Nair (DIN: 07225354) as Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) made thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended from time to time, Mr. Radhakrishnan Nair (DIN: 07225354), who was appointed as an Independent Director of the Company for a term of five years up to 24th October 2022, by the members at the 24th Annual General Meeting and pursuant to

recommendation of Nomination and Remuneration Committee and in terms of Section 149 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act & Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of consecutive three years commencing from October 25, 2022 to October 24, 2025, not liable to retire by rotation.

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 said resolution."

Item No. 5 - To authorise Board to borrow funds pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 up to a limit not exceeding ₹ 750 Crores and to create charge / security on the assets of the Company for securing the borrowings of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and 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), and other applicable provisions, Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution) to borrow money on behalf of the Company, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up



share capital of the Company, free reserves and securities premium, provided that the total amount so borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time exceed the limit of ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores only);

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto (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), the consent of the shareholders of the Company, be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of ₹ 750 crores (Rupees Seven Hundred and Fifty Crores only) at any given point of time;

RESOLVED FURTHER THAT the Board of Directors or such person/s as may be authorized by the Board in this regard, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.

By Order of the Board of Directors

Liju K Johnson

Place: Kochi
Date: 29.04.2022

Company Secretary
Membership No. A21438

GEOJIT FINANCIAL SERVICES LIMITED
Registered Office: 11th Floor, 34/659-P, Civil Line Road
Padivattom, Kochi - 682024, Kerala, India
Corporate Identity Number (CIN):
L67120KL1994PLC008403
E mail - mailus@geojit.com, Website: www.geojit.com
Phone: 0484-2901000, Fax: 0484-2979695

Important Notes:

1. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 followed by other Circulars issued by the Ministry of Corporate Affairs in this regard and all other relevant circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, companies are allowed to hold AGM through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company at 11th Floor, 34/659-P Civil Line Road, Padivattom, Kochi Kerala - 682024.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available. However, the 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. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to sathveeka001@gmail.com with a copy marked to the Company at companysecretary@geojit.com and to its RTA at info@skdc-consultants.com.
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 served 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, May 05, 2020, and following circulars in this regard, 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 venue 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 the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 7. The Record Date for the purpose of payment of the final dividend for the financial year 2021-22 and the AGM is fixed as July 04, 2022. 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 04, 2022. The Board recommended a final dividend of ₹ 3.00 per equity share.
 8. The Board of Directors have considered and decided to include the Item Nos. 4 and 5 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.
 9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business as set out in Item No. 4 and 5 and relevant details in respect of Item no. 3 and 4 pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & 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.
 10. Electronic copy of the Annual Report for 2021-22 and the Notice of the 28th 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.
 11. Members holding shares in physical mode are requested to register their e-mail IDs 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 IDs 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, "Surya": 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028. (Email: info@skdc-consultants.com).
 13. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2013-14, 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.

14. 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.
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
16. 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 and Sweat Equity) Regulations, 2021 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.

17. 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.

18. **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 Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 28th 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 remote e-voting period begins on Tuesday, July 12, 2022, at 09.00 A.M. and ends on Thursday, July 14, 2022 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 08, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, July 08, 2022.
3. 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.
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, July 08, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
5. **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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) 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. Password details for shareholders other than Individual shareholders are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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 etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".



3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.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 1020 990 and 1800 22 44 30 or send a request to 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 In please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back),

PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@geojit.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@geojit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
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. Members who would like to express their views/ask questions as a speaker at the meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at companysecretary@geojit.com between Saturday, July 09, 2022 (9:00 a.m. IST) and Wednesday, July 13, 2022 (5:00 p.m. IST). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The

Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company’s email address companysecretary@geojit.com before 5.00 p.m. (IST) on Wednesday, July 13, 2022. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

19. 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, “Surya’: 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028. (Email: info@skdc-consultants.com). For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
20. 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. 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.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

22. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.geojit.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Liju K Johnson

Company Secretary

Membership No. A21438

Place: Kochi

Date: 29.04.2022

GEOJIT FINANCIAL SERVICES LIMITED

Registered Office: 11th Floor, 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

ANNEXURE TO THE NOTICE

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

The following explanatory statement sets out all material facts relating to Special Businesses of the accompanying Notice of the 28th Annual General Meeting ('AGM') to be held on July 15, 2022.

Item No: 4

Mr. Radhakrishnan Nair (DIN: 07225354) was appointed as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, by the members at the 24th Annual General Meeting held on 02nd August 2018 for a period of five years up to 24th October, 2022.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, and 152 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations, Mr. Radhakrishnan Nair, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of consecutive three years from 25th October, 2022 up to 24th October 2025 not liable to retire by rotation. The Nomination and Remuneration Committee has considered his diverse experience, leadership capabilities, expertise in governance and finance, among others, as key requirements for this role. In view of the above, the Board considers that continued association with Mr. Radhakrishnan Nair would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

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

The Board evaluated the performance of Mr. Radhakrishnan Nair based on his experience in the industry and understanding and knowledge of the Company. The Board observed that Mr. Nair has independent views and judgment about the activities of the Company and effectively contributes to the Board.

In the opinion of the Board and based on the Board's evaluation, the Board confirms that Mr. Radhakrishnan Nair fulfills the conditions specified in the Companies Act, 2013, Rules made there under and SEBI Listing Regulations, for his re-appointment as an Independent Director and he is independent of the management. Accordingly, the Directors recommend the passing of the Resolution as set out at Item No. 4 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the re-appointment of Mr. Radhakrishnan Nair for the office of independent director under the provisions of Section 149 of the Companies Act, 2013.

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

Mr. Radhakrishnan Nair is not related to any Directors or Key Managerial Personnel or Promoters of the Company.

Mr. Radhakrishnan Nair is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

None of the Directors of the Company or the Key Managerial Persons of the Company or their respective relatives except Mr. Radhakrishnan Nair and his relatives is concerned or interested, financially or otherwise in the resolution as set out at Item No. 4 of the accompanying Notice.

Item No.5

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the shareholders of the Company, borrow moneys, apart from temporary loans obtained from the Company's

bankers in the ordinary course of business, in excess of aggregate of the paid-up share capital, Securities Premium and free reserves (i.e. reserves not set apart for any specific purpose).

The provisions of Section 180(1)(a) of the Companies Act, 2013 provide, inter alia, that the Board of Directors of a public company shall not, without the consent of shareholders, sell, lease or create any security on the assets of the Company or otherwise dispose of the whole, or substantially the whole of the undertaking of the Company or if Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. The Company may have to create charges/ mortgages/ hypothecation, in favour of the lenders to secure its borrowings. Therefore, a resolution has to be passed enabling the Directors to create charges/ mortgages/ hypothecation, on the movable/ immovable properties of the Company subject to such approvals/ consents/ permissions from relevant statutory authorities.

In view of the changes in margin trading rules and increase in market volume, the Company is required to avail more credit facility particularly in the form of Bank Guarantee. It is, therefore, proposed to obtain approval of the members by way of Special Resolutions under Section 180(1)(c) and Section 180(1) (a) and other applicable provisions of the Companies Act, 2013, as set out at Item No.5 of the accompanying Notice, to enable the Board of Directors to borrow moneys in excess of the aggregate of the paid-up share capital, Securities Premium and free reserves of the Company but not exceeding ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only) at any given point of time and to

create charge / security on the assets, movable and/ or immovable properties, of the Company through mortgage or pledge or hypothecation or otherwise or through a combination of them for securing the borrowings of the Company. As the creation of security/ mortgage/ pledge/ hypothecation/ charge or encumbrance may be covered by the term "otherwise disposed of" used in Section 180(1)(a) of the Companies Act, 2013. Accordingly, approval of the shareholders is sought by way of special resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors recommends the Special Resolutions as set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolutions as set out in Item No 5 of the accompanying Notice.

By Order of the Board of Directors

Liju K Johnson

Place: Kochi

Company Secretary

Date: 29.04.2022

Membership No. A21438

GEOJIT FINANCIAL SERVICES LIMITED

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ANNEXURE TO NOTICE

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

Name of the Director	Mr. Punnoose George	Mr. Radhakrishnan Nair
Date of Birth & Age	26-05-1959, 62 yrs	17-03-1955, 67 yrs
Nationality	Indian	Indian
Date of first Appointment on Board	29.04.1995	25.10.2017
Qualifications	B.Sc. Engg. , LLM	Master of Science, LLB, MBA (Financial Management)
Shareholding in Geojit Financial Services Ltd. (as on March 31, 2022)	99,99,999 equity shares of Re. 1/- each	Nil
Brief profile, experience and expertise in specific functional area	Mr. Punnoose George is a reputed industrialist with interests in manufacturing, plantations and educational institutions. He is the Executive Director of Kottukulam Group - Kottayam, and holds directorship in Unity Realtors (P) Ltd, Yulfono Estates (P) Ltd, Geojit Technologies (P) Ltd and Youth Empowerment Skills Foundation. He is also the Executive Chairman of SAINTGITS Group of Institutions.	Mr. Radhakrishnan Nair was the General Manager of Corporation Bank and has four decades of rich experience in the financial sector. He was the Executive Director at Securities and Exchange Board of India (SEBI) during 2005-10 and a member of the Insurance Regulatory and Development Authority of India (IRDAI) during 2010-15. He serves as an Independent Director on the Board of ICICI Bank Ltd, ICICI Prudential Life Insurance Company Ltd, ICICI Securities Primary Dealership Ltd and Inditrade Capital Ltd among other companies.
Director of other Indian Companies (as on March 31, 2022)	<ol style="list-style-type: none"> 1. Kottukulam Engineers (P) Ltd 2. Unity Realtors (P) Ltd 3. Geojit Technologies (P) Ltd 4. Yulfono Estates (P) Ltd 5. Youth Empowerment Skills Foundation 6. Saintgits Innovation and Incubation Council 	<ol style="list-style-type: none"> 1. ICICI Prudential Life Insurance Company Ltd 2. ICICI Bank Ltd 3. ICICI Securities Primary Dealership Ltd 4. Inditrade Capital Ltd 5. Geojit Credits (P) Ltd 6. Axis Mutual Fund Trustee Ltd 7. Touchstone Regulatory Advisors (P) Ltd 8. Brickwork Ratings India (P) Ltd
Resignation from Listed Companies in the past three years	Nil	Nil

Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a Director	I. Member of Corporate Social Responsibility Committee 1. Geojit Technologies (P) Ltd	I. Member of Audit Committee: 1. ICICI Prudential Life Insurance Company Ltd 1. ICICI Bank Ltd 1. Inditrade Capital Ltd 1. Geojit Financial Services Ltd 1. Geojit Credits (P) Ltd II. Member of Nomination and Remuneration Committee 1. Geojit Financial Services Ltd 2. Geojit Credits (P) Ltd 2. Brickwork Ratings India (P) Ltd III. Member of Corporate Social Responsibility Committee: 1. ICICI Bank Ltd IV. Member of Stakeholders' Relationship Committee: 1. ICICI Prudential Life Insurance Company Ltd 2. ICICI Securities Primary Dealership Ltd
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	Be appointed as Non-Executive Director liable to retire by Rotation. He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings. ₹ 4,25,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2021-22.	Be appointed as Non-Executive Independent Director and is not liable to retire by rotation. He is not eligible for remuneration. He will be eligible for sitting fees for attending Board & Committee Meetings. ₹ 7,65,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2021-22.
The Number of Meetings of the Board attended during the year	Seven out of seven meetings for FY 2021-22	Seven out of seven meetings for FY 2021-22
Relationships with other Directors, Manager and other Key Managerial Personnel	None	None