



GEOJIT FINANCIAL SERVICES LIMITED

(CIN: L67120KL1994PLC008403)

Registered Office: 34/659-P, Civil Line Road, Padivattom, Kochi - 682024

E mail – mailus@geojit.com, Website: www.geojit.com

Phone: 0484-2901000, Fax: 0484-2979695

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2024 dated September 19, 2024 read with other relevant circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for the time being in force and as amended from time to time), for seeking your consent to pass the proposed resolution(s) mentioned below, by means of Postal Ballot only by way of remote e-voting process (“**e-voting**”).

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

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

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

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically not later than **5.00 pm on Saturday, 23.11.2024** (the last day to cast vote electronically) to be eligible for being considered.

The Company has engaged M/s. National Securities Depository Limited (“NSDL”) to provide e-voting facility. The e-voting facility is available from **Friday, 25.10.2024** (9.00 am IST onwards) till **Saturday, 23.11.2024** (up to 5.00 pm IST). The E-Voting module will be disabled by NSDL for voting thereafter.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Chairman in this regard within two working days. The results of e-voting will be announced on or before **Tuesday, 26.11.2024**, and will be displayed on the Company's website www.geojit.com and will also be communicated to the Stock Exchanges on which equity shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office. If the proposed resolution(s) is assented by requisite majority, it shall be deemed to have been duly passed on **Saturday, 23.11.2024** i.e. the last day for E- Voting.

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

SPECIAL BUSINESSES:

Item 1: Re-appointment of Mr. C J George (DIN: 00003132) as the Chairman & 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, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), and pursuant to recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors vide their respective meetings held on October 17, 2024, approval of the members be and is hereby accorded to re-appoint Mr. C J George (DIN: 00003132) as Chairman & Managing Director of the Company for a period of 5 (five) years commencing from November 24, 2024 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 Chairman & Managing Director, in any financial year, the Company has no profits or inadequate profits, the remuneration payable to Mr. C J George, Chairman & 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. 2: Appointment of Mr. Binoy Varghese Samuel (DIN: 05235522) as an Independent Director of the Company.

To consider and if deemed 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 (“Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), and pursuant to recommendation of Nomination and Remuneration Committee, Mr. Binoy Varghese Samuel (DIN: 05235522) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from August 26, 2024, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, 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, 150, 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. Binoy Varghese Samuel (DIN: 05235522) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations 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 three consecutive years commencing from August 26, 2024 up to August 25, 2027;

RESOLVED FURTHER THAT, the Chairman & Managing Director and 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. 3: Appointment of Mr. Gopalakrishnan Pradeepkumar (DIN: 06978792) as an Independent Director of the Company.

To consider and if deemed 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 (“Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), and pursuant to recommendation of Nomination and Remuneration Committee, Mr. Gopalakrishnan Pradeepkumar (DIN: 06978792) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from October 08, 2024 and in respect of whom the Company

has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, 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, 150, 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. Gopalakrishnan Pradeepkumar (DIN: 06978792) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations 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 four consecutive years commencing from October 08, 2024 up to October 07, 2028;

RESOLVED FURTHER THAT, the Chairman & Managing Director and 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.”

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

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

Kochi, October 17, 2024

IMPORTANT NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed resolution(s) is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/Statement of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Friday, 18.10.2024** i.e. the “**cut-off date**”.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the company’s Registrar and Transfer Agent (in case of shares held in physical form). Physical copies of Postal Ballot Notice along with Ballot Form and postage prepaid self-addressed Business Reply Envelope are not being sent to members for this Postal Ballot.
4. This Postal Ballot Notice will also be available on the Company’s website at www.geojit.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
5. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up value of equity share capital of the Company as on **Friday, 18.10.2024** i.e the “**cut-off date**”.
6. The e-voting period commences at **9.00 a.m. (IST) on Friday, 25.10.2024** and ends at **5.00 p.m. (IST) on Saturday, 23.11.2024**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, (“**Listing Regulations**”), Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is offering remote e-voting facility to all its members to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the members to cast their votes electronically.
8. In accordance with the MCA circulars, the Company has made arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with their Depository Participants (in case of shares held in demat form) or with the company’s Registrar and Transfer Agent (in case of shares held in physical form).
9. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting.

A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

10. The Board of Directors at its Meeting held on October 17, 2024 has appointed Mr. Satheesh Kumar N, (Membership No. 16543) Practicing Company Secretary, Kochi, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
11. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts is open for inspection to the members electronically until the last date of voting. Members seeking to inspect such documents can send an email to companysecretary@geojit.com.
12. Upon completion of the scrutiny of e-voting process, the Scrutinizer will submit his report to the Chairman / Director of the Company. The results of the Postal Ballot will be declared **on or before Tuesday, 26.11.2024**. The results along with the Scrutinizer's report will be displayed on the website of the Company at www.geojit.com and shall be communicated to the Stock Exchanges ie; the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).
13. For any queries in relation to Postal Ballot, members may contact Registrar and Transfer Agent (RTA) i.e., M/s. Link Intime India Private Limited, "Surya": 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore, Tamil Nadu – 641028, at the designated email id: coimbatore@linkintime.co.in or at telephone no. 0422-4958995.
14. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members and shall be deemed to have been passed on the last date of e-voting i.e. **Saturday, 23.11.2024**.

15. Voting Through Electronic means

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

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

Step 1: Access to NSDL e-Voting system

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

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

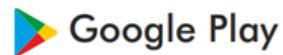
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. 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.
2. 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>
3. 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 held 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.
4. 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



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.</p>

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

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

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

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

4. Your User ID details are given below:

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

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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

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

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

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

Kochi, October 17, 2024

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

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

Item No.1

The shareholders of the Company at the Annual General Meeting held on September 02, 2020 re-appointed Mr. C J George as Managing Director for a term of five years commencing from November 24, 2019 up to November 23, 2024.

The Board of Directors of the Company (“the Board”) at its meeting held on July 13, 2024 appointed Mr. C J George as the Chairman and Managing Director (CMD) of the Company. Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated October 17, 2024, the Board of Directors vide its meeting held on October 17, 2024 had, subject to the approval of members, re-appointed Mr. C J George (DIN: 00003132) as the Chairman & Managing Director of the Company for a period of 5 (five) years from November 24, 2024, 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 Chairman & Managing Director of the Company.

It is proposed to seek members’ approval for the re-appointment of Mr. C J George as the Chairman & Managing Director and remuneration payable to him as Chairman & 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:

Elements of Remuneration		Monthly	Annual
1	Basic	9,19,355	1,10,32,260
2	HRA	21,600	2,59,200
3	Meals Allowance	2,500	30,000
Gross Salary		9,43,455	1,13,21,460
4	Company’s contribution to Provident Fund @12% of Basic Pay as applicable to the employees of the Company	1,10,323	13,23,871
Monthly CTC		10,53,778	1,26,45,331
5	Annual Medical Allowance - One month’s Basic Pay annually or five months Basic Pay payable over a period of 5 years		9,19,355
6	Reimbursement of expenses towards house utilities such as Telecommunications, gas, electricity, water, housing society charges, maid/s salary, maintenance of furnishings in the house occupied by CMD.		7,50,000
Annual CTC			1,43,14,686

(in Rs.)

7	Cost of furnishing upto Rs.20 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.		20,00,000
Other Costs			
8	Annual Premium/s towards Medical Insurance of Sum Assured Rs.10,00,000/- for CMD & Spouse; Group Term Life Insurance Policy for CMD for Sum Assured of Rs.75,00,000/- lacs; Overseas Travel Insurance for official travel of CMD, by road, rail or air from time to time for USD \$ 200,000/- Sum Assured.		
9	Leave and Leave Encashment as applicable to the employees of the Company.		
10	Annual Premium towards the Group Gratuity Scheme as applicable to the employees of the Company.		
11	Reimbursement of expenses actually and properly incurred by CMD for the business of the Company.		
12	Club fees of maximum 2 clubs which will not include admission and life membership fees.		
13	Use of Company Cars and Drivers for Official and personal use subject to tax as per Income tax Rules.		
14	Commission: 1.5% of the net profits of the Company and its Indian Subsidiaries, before tax as computed in the manner laid down in Section 198 of the Companies Act, 2013.		
15	Annual increment at 10% of monthly CTC		

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.

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

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

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

As on September 30, 2024, Mr. George holds 4,23,13,236 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.1 of the accompanying Notice.

Item No. 2

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated July 13, 2024, the Board of Directors vide its resolution dated August 26, 2024, had appointed Mr. Binoy Varghese Samuel (DIN: 05235522) as an Additional Director (Non-Executive Independent) with effect from August 26, 2024 in accordance with the provision of Section 161 of the Companies Act, 2013 and Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Binoy Varghese Samuel (DIN: 05235522) for office of a Director of the Company.

The Company has received from Mr. Binoy Varghese Samuel (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 Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Mr. Binoy Varghese Samuel is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

The Board is of the opinion that, Mr. Binoy Varghese Samuel possesses requisite skills, experience and knowledge relevant to the Company's business and that it would be of immense benefit to the Company to appoint Mr. Binoy Varghese Samuel as an Independent Director of the Company

In the opinion of the Board, Mr. Binoy Varghese Samuel, fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) and Regulation 25 of the 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 letter of appointment of Mr. Binoy Varghese Samuel, as an Independent Non-Executive Director setting out terms and conditions is available for inspection by the members electronically. Members seeking to inspect the same can send an email to companysecretary@geojit.com. The said Letter of Appointment is also available on the website of the Company and can be accessed at www.geojit.com.

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

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors accordingly recommends the Resolution as set out at Item No. 2 of the accompanying postal ballot notice for approval by the members of the Company as a Special Resolution.

Mr. Binoy Varghese Samuel is not related to any other Director and Key Managerial Personnel of the Company. He holds 4,21,335 Equity Shares in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Binoy Varghese Samuel and his relatives, are concerned or interested financially or otherwise, in the said resolution mentioned at Item No.2 of the accompanying Postal Ballot Notice.

Item No. 3

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated July 13, 2024, the Board of Directors vide its resolution dated October 07, 2024, had appointed Mr. Gopalakrishnan Pradeepkumar (DIN: 06978792) as an Additional Director (Non-Executive Independent) with effect from October 08, 2024 in accordance with the provision of Section 161 of the Companies Act, 2013 and Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Gopalakrishnan Pradeepkumar (DIN: 06978792) for office of a Director of the Company.

The Company has received from Mr. G Pradeepkumar (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 Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Mr. G Pradeepkumar is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

The Board is of the opinion that, Mr. G Pradeepkumar possesses requisite skills, experience and knowledge relevant to the Company's business and that it would be of immense benefit to the Company to appoint Mr. G Pradeepkumar as an Independent Director of the Company

In the opinion of the Board, Mr. G Pradeepkumar, fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) and Regulation 25 of the 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 letter for appointment of Mr. G Pradeepkumar, as an Independent Non-Executive Director setting out terms and conditions is available for inspection by the members electronically. Members seeking to inspect the same can send an email to companysecretary@geojit.com. The said Letter of Appointment is also available on the website of the Company and can be accessed at www.geojit.com.

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

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

Mr. G Pradeepkumar 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. G Pradeepkumar and his relatives, are concerned or interested financially or otherwise, in the said resolution mentioned at Item No.3 of the accompanying Postal Ballot Notice.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

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

Kochi, October 17, 2024

ANNEXURE TO NOTICE

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

Name of the Director	Mr. C J George	Mr. Binoy Varghese Samuel	Mr. G Pradeepkumar
DIN	00003132	05235522	06978792
Date of Birth & Age	22.03.1959, 65 years	28.11.1956, 67 Years	30.05.1966, 58 Years
Nationality	Indian	Indian	British
Date of first Appointment on Board	24.11.1994	26.08.2024	08.10.2024
Qualifications	M.Com, CFP	Bsc, Chartered Accountant	PGDBM, B.Tech
Shareholding in Geojit Financial Services Ltd. (as on September 30, 2024) (including shareholding as a beneficial owner)	4,23,13,236 equity shares of ₹ 1/- each	4,21,335 equity shares of ₹ 1/- each	Nil
Brief profile, experience and nature of expertise in specific functional areas	<p>Mr. Chenayappillil John George is a financial services industry entrepreneur, is the Founder, Chairman and Managing Director of Geojit Financial Services Ltd. Mr. George has a master's degree in commerce, and has 40 years of professional experience in the securities market.</p> <p>His directorships other than in Geojit group companies include Kerala State Industrial Development Corporation Ltd. (KSIDC) and Aster DM Healthcare Ltd.</p> <p>Mr. George has memberships in many professional bodies and is at present a member of: the Syndicate of Cochin University of Science and Technology (CUSAT); Kerala State Higher Education Council of Government of Kerala;</p>	<p>Mr. Binoy Varghese Samuel is a Chartered Accountant with experience of over 30 years in different organisations and industries. His experience primarily relates to accounting and financial management roles, corporate affairs, compliance and risk management, project planning and implementation, joint venture negotiations, management reporting and general administration.</p> <p>Mr. Binoy retired as the Chief Financial Officer of Geojit Financial Services Limited in the year 2015 and prior to his stint with Geojit Financial Services, he has worked with Modern Group, Jakarta, Indonesia and New India Assurance Co. Ltd.</p>	<p>Mr. G Pradeepkumar is a meticulous, diligent, and accomplished finance professional with extensive experience in overseeing all aspects of financial services and implementing strategic programs within defined cost, budget, and quality parameters. With a distinguished career spanning over two decades, Mr. Pradeepkumar served as the CEO of Union Asset Management Company from March 2010 to March 2024, Prior to this, Mr. Pradeepkumar was the Chief Marketing Officer at IDFC Investment Advisors Limited from December 2005 to March 2010.</p> <p>Mr. Pradeepkumar holds a Post Graduate Diploma in Business Management (PGDBM) from Indian Institute of</p>

	<p>expert committee for designing ESG policies for Government of Kerala; the Managing Committee of the Associated Chambers of Commerce & Industry of India (ASSOCHAM), New Delhi; Confederation of Indian Industry's (CII) National Committee on Financial Markets and KPMG's Council for Governance and Risk in Financial Services (Board Leadership Centre).</p> <p>Mr. George is a recipient of Management Leadership Award of Kerala Management Association and TiE Kerala, Lifetime Achievement Award.</p>		<p>Management, Ahmedabad, and a Bachelor of Technology (BTech) degree from the University of Calicut.</p>
Director of other Indian Companies (as on September 30, 2024)	<ol style="list-style-type: none"> 1. Geojit Credits Private Limited 2. Kerala State Industrial Development Corporation Limited 3. CJG Holdings India Private Limited 4. Aster DM Healthcare Ltd. 	Nil	Nil
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a director (as on September 30, 2024)	<p>Committees in Geojit Financial Services Limited</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee – Chairman 2. Stakeholders' Relationship Committee – Member <p>Committees in Aster DM Healthcare Ltd</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Stakeholders' Relationship Committee – Member 	<p>Committees in Geojit Financial Services Limited</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee – Member 	Nil
Resignation/Retirement from Listed Companies in the past three years	<ol style="list-style-type: none"> 1. V-Guard Industries Limited (Retirement) 	Nil	Nil

<p>Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration</p>	<p>Re-Appointment as Chairman & Managing Director w.e.f. November 24, 2024 for a period of five years, not liable to retire by rotation.</p> <p>He is eligible for remuneration as per the details provided under Item 1 of Explanatory Statement of the accompanying Notice.</p> <p>₹ 3.47 crores was paid as remuneration for the FY 2023-24.</p>	<p>Appointment as Non-Executive Independent Director for a period of three years commencing from August 26, 2024 to August 25, 2027, not liable to retire by rotation.</p> <p>Remuneration payable shall include sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.</p> <p>He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings.</p> <p>No sitting fees paid as on date during the FY 2024-25.</p>	<p>Appointment as Non-Executive Independent Director for a period of four years commencing from October 08, 2024 to October 07, 2028, not liable to retire by rotation.</p> <p>Remuneration payable shall include sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.</p> <p>He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings.</p> <p>No sitting fees paid as on date during the FY 2024-25.</p>
<p>The Number of Meetings of the Board attended during the year (as on September 30, 2024)</p>	<p>Two out of two meetings attended during the FY 2024-25.</p>	<p>Nil</p>	<p>Nil</p>
<p>Relationships with other Directors, Manager and other Key Managerial Personnel</p>	<p>Father of Mr. Jones George, Executive Director of the Company.</p>	<p>Nil</p>	<p>Nil</p>