



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 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for the time being in force), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, 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(1) 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, Managing Director (DIN 00003132) and Mr. Liju K Johnson, Company Secretary (ICSI membership No: ACS 21438), of the Company as the person 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, December 25, 2021 (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, November 26, 2021 (9:00 am IST onwards) till Saturday, December 25, 2021 (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. The results of e-voting will be announced on or before Tuesday, December 28, 2021, 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, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”). 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, December 25, 2021 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 No. 1 - Appointment of Mr. M P Vijay Kumar (DIN: 05170323) as an Independent Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under (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. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from November 16, 2021, 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. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) 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 Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the

Company, not liable to retire by rotation, for a term of five consecutive years commencing from November 16, 2021 up to November 15, 2026;

RESOLVED FURTHER THAT, the 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. 2 - Appointment of Prof. Sebastian Morris (DIN: 00037228) as an Independent Director of the Company

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

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under (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, Prof. Sebastian Luckose Morris (DIN: 00037228) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from November 16, 2021, 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), Prof. Sebastian Luckose Morris (DIN: 00037228) 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 Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from November 16, 2021 up to November 15, 2026;

RESOLVED FURTHER THAT, the 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 – To appoint Mr. Jones George (DIN: 06674021) as a Whole-time Director (designated as Executive Director) of the Company

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

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under (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. Jones George (DIN: 06674021) who was appointed by the Board of Directors as an Additional Director (Whole-time Director, designated as Executive Director) of the Company with effect from November 16, 2021, be and is hereby appointed as a Director (Whole-time) of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors vide their meetings held on November 16, 2021, the approval of the members be and is hereby accorded to appoint Mr. Jones George (DIN: 06674021) as a Whole-time Director, designated as Executive Director of the Company, liable to retire by rotation for a period of 5 (five) years from November 16, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

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

RESOLVED FURTHER THAT the Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

Item No. 4 - 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 Rs. 650 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 Rs. 650 Crores (Rupees Six 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 modifications or re-enactments thereof, 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, investors 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 Rs. 650 crores (Rupees Six Hundred and Fifty Crores only) at any 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
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

Kochi, 16.11.2021

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 ie; National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, November 19, 2021 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, November 19, 2021 i.e the "cut-off date".
6. The e-voting period commences at 9:00 a.m. (IST) on Friday, November 26, 2021 and ends at 5:00 p.m. (IST) on Saturday, December 25, 2021. 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. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to mailus@geojit.com.
8. 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, ('SEBI LODR 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.

9. 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).
10. 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.
11. The Board of Directors at its Meeting held on November 16, 2021 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.
12. 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 mailus@geojit.com.
13. 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, December 28, 2021. 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').
14. For any queries in relation to Postal Ballot, members may contact Registrar and Transfer Agent (RTA) i.e. M/s. S.K.D.C. Consultants Limited, "Surya": 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore, Tamil Nadu - 641028, at the designated email id: info@skdc-consultants.com or at telephone no. 0422-4958995.
15. 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, December 25, 2021.

16. 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="639 526 1445 1048">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <li data-bbox="639 1099 1445 1256">2. If the user is 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 <li data-bbox="639 1308 1445 1823">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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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.
<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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</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</p>

	helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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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) 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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address 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.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 at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@geojit.com.
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.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.

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 Identity Number (CIN): L67120KL1994PLC008403
E mail – mailus@geojit.com, Website: www.geojit.com
Phone: 0484-2901000, Fax: 0484-2979695

Kochi, 16.11.2021

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

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated November 16, 2021, the Board of Directors vide its resolution dated November 16, 2021, had appointed Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as an Additional Director (Non-Executive Independent) with effect from November 16, 2021 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. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) for office of a Director of the Company.

The Company has received from Mr. M P Vijay Kumar (DIN: 05170323), (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. M P Vijay Kumar (DIN: 05170323), 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. M P Vijay Kumar 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. M P Vijay Kumar as an Independent Director of the Company.

In the opinion of the Board, Mr. M P Vijay Kumar, 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. M P Vijay Kumar, 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 mailus@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 recommendation of Nomination and Remuneration Committee, the Board of Directors accordingly recommends the Resolution as set out at Item No. 1 of the accompanying postal ballot notice for approval by the members of the Company as an Ordinary Resolution.

Mr. M P Vijay Kumar 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. M P Vijay Kumar and his relatives, to the extent of his appointment are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No.1 of the accompanying Postal Ballot Notice.

Item No.2

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated November 16, 2021, the Board of Directors vide its resolution dated November 16, 2021, had appointed Prof. Sebastian Luckose Morris (DIN: 00037228) as an Additional Director (Non-Executive Independent) with effect from November 16, 2021 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 Prof. Sebastian Luckose Morris (DIN: 00037228) for office of a Director of the Company.

The Company has received from Prof. Sebastian Morris (DIN: 00037228), (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation

16(1) (b) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Prof. Sebastian Morris (DIN: 00037228) 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, Prof. Sebastian Morris 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 Prof. Sebastian Morris as an Independent Director of the Company.

In the opinion of the Board, Prof. Sebastian Morris, 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 Prof. Sebastian Morris, 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 mailus@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 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 an Ordinary Resolution.

Prof. Sebastian Morris 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 Prof. Sebastian Morris and his relatives, to the extent of his appointment 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

The Board of Directors of the Company ("the Board") at its meeting held on November 16, 2021 has, subject to the approval of members, appointed Mr. Jones George (DIN: 06674021) as a Whole-time Director (designated as Executive Director) of the Company for a period of 5 (five) years from November 16, 2021, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment of Mr. Jones George and remuneration payable to him as a Whole-time Director of the Company, in terms of the applicable provisions of the

Act. Broad particulars of the terms of re-appointment and remuneration payable to Mr. Jones George are as under:

Description	Monthly	Yearly
Basic	1,68,000	20,16,000
House Rent Allowance	30,240	3,62,880
Education Allowance	1,150	13,800
Medical Reimbursement	1,250	15,000
Special Allowance	58,400	7,00,800
Academic Allowance	5,000	60,000
Phone Allowance	2,000	24,000
House Utilities Allowance	11,300	1,35,600
Total Gross	2,77,340	33,28,080
Contribution towards Provident Fund	20,160	2,41,920
Sodexo	2,500	30,000
Leave Travel Concession	0	85,680
Mediclaime Premium	0	13,697
Personal Accident Premium	0	442
CTC	3,00,000	36,99,819
Perquisites:-		
1. Car with Driver		
2. Reimbursement of expenses actually and properly incurred by ED for the business of the company		
3. Leave and Leave encashment as per the leave policy of the Company		
4. Overseas Travel Insurance Premium for USD 3,00,000		
5. Annual Membership in 2 Professional Bodies		
6. Annual Membership in One Club		
Annual Increment Upto 10% subject to the decision of the Board every year		
Commission:-		
0.25% of PBT (Payable Annually)		

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

This Explanatory Statement and the resolution at Item No. 3 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The Board accordingly recommends the Resolutions set out in Item No. 3 of the accompanying notice for approval by the members of the Company as an Ordinary Resolution.

Mr. Jones George is a promoter group member and is the son of Mr. C J George, Managing Director and Promoter of the Company. Mr. Jones George holds 31,00,000 Equity Share of Re.1/- each, in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. C J George, Mr. Jones George and his relatives, are concerned or interested, financially or otherwise, in the aforesaid resolution mentioned at Item No.3 of the accompanying Notice.

Item No.4

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. 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 4 of the Postal Ballot 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 Rs. 650 Crores (Rupees Six 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. 4 of the accompanying Notice.

The Board of Directors accordingly recommends the Special Resolutions as set out at Item No. 4 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 4 of the accompanying Notice.

By Order of the Board of Directors

**Liju K Johnson
Company Secretary
Membership No. A21438**

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Kochi, 16.11.2021

ANNEXURE TO NOTICE

Details of the Directors seeking 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. Muthu Raju Paravasa Raju Vijay Kumar	Prof. Sebastian Luckose Morris	Mr. Jones George
Date of Birth & Age	30/09/1969, 52 years	26/08/1955, 66 years	15/02/1991, 30 years
Nationality	Indian	Indian	Indian
Date of first Appointment on Board	16/11/2021	16/11/2021	16/11/2021
Qualifications	Chartered Accountant	MSc. Physics, Fellow of the Indian Institute of Management, Calcutta (Economics)	MSc Management (Information Systems and Digital Innovation), Master of Business Administration (Finance)
Shareholding in Geojit Financial Services Ltd. (as on September 30, 2021)	Nil	Nil	31,00,000 Equity Shares of Re.1/- each
Brief profile, experience and expertise in specific functional area	Mr. M P Vijay Kumar is a prominent Chartered Accountant and a Nominated member of National Financial Reporting Authority (NFRA) (2019-22). He is a Central Council Member of Institute of Chartered Accountants of India (2016-22) and the Chairman of Accounting Standards Committee of ICAI. Mr. M P Vijay Kumar is former Chairman of Digital Accounting & Assurance Board and Valuation Standards Board, Vice Chairman of Accounting Standards Board,	Prof. Sebastian Morris superannuated in September 2020, from the Indian Institute of Management, Ahmedabad as Professor (from 2000). His work involved teaching, research and consultancy and administration. Prof. Sebastian Morris is currently working as Senior Professor at the Goa Institute of Management, Goa. Prof. Sebastian Morris is a Fellow of the Indian Institute of Management, Calcutta	Mr. Jones George is currently working as the Chief Digital Officer of the Company. Mr. Jones George is a Digital Media Specialist with experience in the field of digital transformation, developing business strategies for retail financial services. His experience includes developing digital platforms, digital product strategies and business process re-engineering. Mr. Jones George is a postgraduate in Information System and

	<p>Financial Reporting Review Board and Committee for Accounting Standards for Local Bodies of ICAI and was formerly a Member of SEBI Committee on Disclosures in Accounting (SCODA) and Quality Review Board of ICAI.</p> <p>Mr. Vijay Kumar is also a Director on the Board of Thejo Engineering Limited, Heritage Foods Limited, Extensible Business Reporting Language (XBRL) India, and SIFY Data and Managed Services Limited.</p>	<p>(Economics) and a postgraduate, M.Sc. (five-year integrated in Physics), of the Indian Institute of Technology, Bombay.</p> <p>Prof. Sebastian Morris is also a Director on the Board of IIMA Idea Telecom Centre of Excellence and PEOPLECAN Services Private Limited.</p>	<p>Digital Innovation from London School of Economics and Political Science, London and has done his MBA (Finance) from Australian Graduate School of Management at UNSW Business School, University of New South Wales, Australia.</p> <p>Mr. Jones George is also a Director on the Board of Geojit Investment Services Limited and Geojit Techloan (P) Limited.</p>
Director of other Indian Companies (as on November 16, 2021)	<ol style="list-style-type: none"> 1. Heritage Foods Limited 2. Thejo Engineering Limited 3. Sella India Software Services Private Limited 4. Sify Data and Managed Services Limited 5. Extensible Business Reporting Language (XBRL) India 	<ol style="list-style-type: none"> 1. IIMA IDEA Telecom Centre of Excellence 2. Peoplecan Services Private Limited 	<ol style="list-style-type: none"> 1. Geojit Investment Services Limited 2. Geojit Techloan Private Limited 3. C J G Holdings India Private Limited 4. CJG Developers Private Limited
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a Director	<ol style="list-style-type: none"> 1. Audit Committee – <ol style="list-style-type: none"> a. Thejo Engineering Limited - Chairman 2. Nomination & Remuneration Committee – <ol style="list-style-type: none"> a. Thejo Engineering Limited - Member 	Nil	Nil
Terms and	Appointment as Non-	Appointment as Non-	Appointment as Whole-

Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	<p>Executive Independent Director for a period of five years commencing from November 16, 2021 to November 15, 2026, 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 2021-22.</p> <p>Last drawn remuneration: NA</p>	<p>Executive Independent Director for a period of five years commencing from November 16, 2021 to November 15, 2026, 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 2021-22.</p> <p>Last drawn remuneration: NA</p>	<p>time Director (designated as Executive Director)</p> <p>He is eligible for remuneration as per the details provided under Item 3 of Explanatory Statement.</p> <p>Last drawn remuneration: Rs. 19,07,636/- during FY 2021-22 till October 31, 2021</p>
The Number of Meetings of the Board attended during the year	NA	NA	NA
Relationships with other Directors, Manager and other Key Managerial Personnel	None	None	Mr. Jones George is the son of Mr. C J George, Managing Director and Promoter of the Company.