

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting ('AGM') of the members of Geojit Financial Services Limited will be held on Friday, July 24, 2026 at 4.00 PM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the report of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the report of Auditors thereon.

Item No. 2 - Dividend

To declare a final dividend of ₹ 1.50 per equity share for the financial year ended March 31, 2026.

Item No. 3 - Appointment of Director

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

Item No. 4 - Appointment of Statutory Auditor 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), including any statutory modification(s) or any amendment(s) thereto, or any re-enactment(s) or any substitution(s) made thereof, for the time being in force and pursuant to recommendation of the Audit Committee, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration Number: 012754N/N500016), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this

Annual General Meeting till the conclusion of Thirty Seventh Annual General Meeting of the Company to be held in the Financial year 2031, at such remuneration plus applicable taxes, out of pocket expenses etc. as may be mutually agreed by the Board of Directors of the Company and the Auditors;

RESOLVED FURTHER THAT, any Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution."

SPECIAL BUSINESS

Item No. 5: To consider granting loan/giving guarantee/providing security in connection with any loan taken/to be taken by Geojit Credits (P) Ltd, Subsidiary Company and to approve the material related party transaction.

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

RESOLVED THAT, pursuant to the provisions of Section 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for time being in force, and pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI Listing Regulations") and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of Members of the Company be and is hereby accorded to provide loan(s) in one or more tranches to, and/or to provide guarantee(s), and/or to provide security(ies) in connection with any loan taken/ to be taken by Geojit Credits Private Limited, subsidiary company and being an entity falling under the category of 'any person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of Section 185 of the Act, for a maximum aggregate outstanding amount not exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crores only) at any given point of time during a financial year, as under:

Name of the Related Party	Nature of the transaction	Nature of relationship	Material Terms and particulars of the contract/arrangement	Monetary value in ₹
Geojit Credits (P) Ltd.	Providing loan and/or guarantee(s), and/or providing security(ies) in connection with any loan taken/ to be taken by Geojit Credits Private Limited	Subsidiary Company	The loan will be unsecured and repayable on demand. The rate of interest will not be lower than the prevailing yield of one year, three year, five year or ten-year Government Security closest to the tenor of the loan. Providing Corporate Guarantee to various Bankers will be based on terms and conditions agreed with respective Bankers.	Upto an aggregate outstanding amount not exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crores only) at any given point of time during a financial year.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), in terms of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Geojit Credits Private Limited, subsidiary and a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree the terms and conditions

of the aforesaid contracts/arrangements/transactions, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard.”

Item No. 6: To consider Material Related Party Transaction between Subsidiary Company(ies).

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), in terms of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of Geojit Technologies Private Limited, subsidiary company (hereinafter referred to as “the Board of GTPL”, which term shall be deemed to include any committee thereof) for entering into and/ or carrying out and/or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Geojit Credits Private Limited, subsidiary and a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate

value of all these transaction(s), whether undertaken directly by the subsidiary(ies)/related party(ies) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid contracts/ arrangements/transactions, and to take all necessary steps, to execute all such agreements, documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities, with power to alter and vary the terms and conditions

of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors

Liju K Johnson

Place: Kochi
Date: 29.04.2026

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: 0484-6411000, Fax: 0484-2979695

IMPORTANT NOTES:

1. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and other relevant circulars including General Circular No. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs in this regard and all other relevant circulars issued by Securities and Exchange Board of India (SEBI) from time to time, companies are allowed to hold AGM through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company at 11th Floor, 34/659-P, Civil Line Road, Padivattom, Kochi, Kerala - 682024.

In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other related circulars issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”).

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member

of the Company. Since this AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available. However, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to sathveeka001@gmail.com with a copy marked to the Company at companysecretary@geojit.com and to its RTA at coimbatore@in.mpms.mufg.com

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, and following circulars in this regard, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.geojit.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. In accordance with the provisions of the Income-tax Act, 1961, as amended by the Finance Act, 2020, members are hereby informed that dividends paid or distributed by the Company on or after April 1, 2020, are taxable in the hands of the recipients. Consequently, the Company is required to deduct tax at source (TDS) at the time of disbursing the final dividend. To ensure accurate application of the applicable TDS rate, members are requested to submit the necessary documents as detailed in the note sent along with this report.
7. The Record Date for the purpose of payment of the final dividend for the financial year 2025-26 and the AGM is fixed as July 10, 2026. Dividend as recommended by the Board, if declared, at the meeting will be paid within a period of 20 days from the date of declaration to those members whose name appear on the Register of Members as of close of the business hours on July 10, 2026. The Board recommended a final dividend of ₹ 1.50 per equity share.
8. The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, and other relevant details required pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India (ICSI), in respect of Item no. 3 in respect of the Director seeking appointment at the Annual General Meeting, forms integral part of this notice.
9. Electronic copy of the Annual Report for 2025-26 and the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of Remote e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.
10. Members holding shares in physical mode are requested to register their e-mail IDs with the Registrar & Share Transfer Agents (RTA) of the Company - M/s. MUFG Intime India Private Limited and members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar & Share Transfer Agents of the Company in respect of shares held in physical form and to DP's in respect of shares held in electronic form.
11. Members are requested to address all correspondences, change in their bank account details, including dividend matters, to the Registrar & Share Transfer Agents M/s. MUFG Intime India Private Limited, "Surya": 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028. (Email: coimbatore@in.mpms.mufig.com).
12. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2017-18, from time to time, to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. Pursuant

to the provisions of Section 124 and 125 of the Companies Act, 2013, and the rules made there under, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company and also on the website of the Ministry of Corporate Affairs.

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

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from Secretarial Auditors of the Company as stipulated under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended, will be available electronically for inspection by the members during the Annual General Meeting.

All documents referred to in the accompanying Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of the Annual General Meeting. Members

seeking to inspect such documents can send an email to companysecretary@geojit.com.

16. Since the AGM will be held through VC/OAVM, the route map showing directions to reach the venue of the meeting is not annexed hereto.
17. **Voting Through Electronic means**
 1. Pursuant to the General Circular No. 03/2025 dated 22 September 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
 3. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, July 21, 2026, at 09.00 A.M. and ends on Thursday, July 23, 2026 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, July 17, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, July 17, 2026.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which

is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat Your User ID is: (NSDL or CDSL) or Physical

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.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.

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 and joining virtual meeting 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.

The instructions for members for e-voting on the day of the AGM are as under:

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

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@geojit.com. The same will be replied by the company suitably.
 6. Members who would like to express their views/ask questions as a speaker at the meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at companysecretary@geojit.com between Monday, July 20, 2026 (9:00 a.m. IST) and Wednesday, July 22, 2026 (5:00 p.m. IST). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address companysecretary@geojit.com before 5.00 p.m. (IST) on Wednesday, July 22, 2026. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
18. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited, "Surya': 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028. (Email: coimbatore@in.mpms.mufg.com). For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
 19. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable Regulations. The Company will not act on any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.
 20. The Board of Directors has appointed Mr. Satheesh Kumar N, (CoP No: 6607) (Membership No.16543), M/s Satheesh and Remesh, Company Secretaries in Practice as the Scrutiniser to scrutinise the remote e-voting process before the AGM as well as remote e-voting process during the AGM in a fair and transparent manner.

21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
22. The result declared along with the Scrutinizer's Report shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, and will also be displayed in the Company's website at www.geojit.com, within two working days as

required vide Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

By Order of the Board of Directors

Liju K Johnson

Place: Kochi
Date: 29.04.2026

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: 0484-6411000, Fax: 0484-2979695

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, CIRCULARS ISSUED THEREUNDER AND RPT INDUSTRY STANDARDS.

The following explanatory statement sets out all material facts relating to Special Businesses of the accompanying Notice of the 32nd Annual General Meeting ('AGM') to be held on July 24, 2026.

Item No: 5

Geojit Credits Private Limited (GCPL), a Non-Banking Financial Company (NBFC), is a subsidiary company of Geojit Financial Services Limited (GFSL), the listed entity, wherein your Company along with Geojit Fintech Private Limited, a wholly owned subsidiary holds 94.67% equity share capital and also an entity falling under the category of 'any person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013.

The members of the Company, at the Annual General Meeting held in the year 2020, had approved to grant loan/give guarantee/provide security in connection with any loan taken/ to be taken by Geojit Credits Private Limited (GCPL), up to an aggregate outstanding amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores only) at any given point of time.

In view of the increased demand from customers for credit facilities, GCPL requires additional working capital to support its lending operations and meet such growing business requirements. Accordingly, it is proposed for GFSL, to provide loan(s) in one or more tranches, and/or to provide guarantee(s), and/or to provide security(ies) in connection with any loan taken/ to be taken by GCPL and enhance the current limit of ₹ 50,00,00,000/- (Rupees Fifty Crores only) up to an outstanding aggregate amount of ₹100,00,00,000 /- (Rupees One Hundred Crores only) at any given point of time during a financial year, on such terms and conditions as may be approved by the Audit Committee of the Company. GCPL shall use the said loan(s)/guarantee(s)/security(ies) for its principal business activities i.e. lending related activities and the matters connected and incidental thereto.

In view of the aforesaid provisions, consent of the members is being sought by way of a Special Resolution pursuant to Section 185 of the Companies

Act, 2013 and other applicable provisions, for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by GCPL of an aggregate outstanding amount not exceeding ₹100,00,00,000 /- (Rupees One Hundred Crores only) at any given point of time during a financial year.

Further, in terms of the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all related party transactions that are material, as determined in accordance with the threshold prescribed under Schedule XII, require prior approval of the shareholders.

The Company proposes to enter into certain related party transaction(s) with GCPL, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds prescribed under Schedule XII. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such contracts/arrangements/transactions proposed to be undertaken by the Company with GCPL. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

These transactions are proposed based on the approval of the Audit Committee (comprising 100% Independent Directors) and are recommended by the Board of Directors of the Company, while noting that these transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company. The Audit Committee and Board of Directors have reviewed the certificates provided by the Managing Director and CFO of the Company as required under the RPT Industry Standards confirming that the terms and conditions of the transactions to be entered with GCPL are in the interest of the Company.

The Board of Directors recommends the resolutions as set out at Item No. 5 of the accompanying Notice,

for the prior approval of the Members of the Company by way of a Special Resolution.

Except Mr. C J George - Chairman & Managing Director and Promoter (being the Managing Director and shareholder (0.90%) of GCPL) and Mr. Jyotis Abraham George - member of Promoter Group (being Non-executive Director of GCPL) and Mr. Punnoose George - Non-Executive Director (being shareholder (0.77%) of GCPL) and their respective relatives, none of the other Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution as set out at item no. 5 of accompanying Notice.

The Members may note that in terms of provisions of SEBI Listing Regulations, the related party as defined thereunder, whether such related party(ies) is a party to the aforesaid transactions or not, shall not vote to approve resolution under item No. 5.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Transaction between Geojit Financial Services Limited, Listed Entity and Geojit Credits Private Limited, Subsidiary Company (Related Party)

Part A

A(1) Basic details of the related party

1	Name of the related party	Geojit Credits Private Limited (GCPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Non-Banking Financial Company

A(2) Relationship and ownership of the related party

1	Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:	Subsidiary Company
	<ul style="list-style-type: none"> Shareholding of the listed entity, whether direct or indirect, in the related party. 	Direct Shareholding - 93.42% Indirect Shareholding - 1.25% (shares held by M/s Geojit Fintech Pvt. Ltd., wholly owned subsidiary of listed entity)
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Not Applicable
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil

A(3) Details of previous transactions with the related party

1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Nature of Transaction	FY 2025-26 (₹ in lakhs)
		Investment in Equity shares	982.09
		Loan provided	50.00
		Corporate Guarantee issued by the Company to bank on behalf of GCPL	2000.00
		Reimbursement of expenses	0.08
		Loan repayment received/ to be received	50.00
		Corporate Sales Agent commission	33.36
		Guarantee Commission received	0.75
		Cost recovery for shared services	14.88
		Expenses recovered	3.82
		Interest income on loan provided	0.04
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	Nil	

A(4) Amount of the proposed transaction(s)

1	Amount of the proposed transactions being placed for approval in the meeting of the shareholders	Nature of Transaction	Value of proposed transactions (₹ in lakhs)		
		Investment in Equity shares	3000.00		
		Loan (net of all disbursements and repayments) or guarantee (to the extent of the actual utilisation under the relevant facility) provided/ to be provided	10000.00		
		Reimbursement of expenses	0.25		
		Corporate Sales Agent commission	65.00		
		Guarantee Commission	20.00		
		Cost recovery for shared services	20.00		
		Expenses recovered/to be recovered	7.50		
		Interest income on loan provided	415.00		
		2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
		3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The value of the proposed transactions will comprise of ongoing disbursements and repayments within the approved credit facility/guarantee of ₹ 10,000 lakhs. Accordingly, the percentage has not been disclosed, as it may not provide a meaningful representation	

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The value of the proposed transactions will comprise of ongoing disbursements and repayments within the approved credit facility/guarantee of ₹ 10,000 lakhs. Accordingly, the percentage has not been disclosed, as it may not provide a meaningful representation.
6	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2025-2026 (₹ in lakhs)
Turnover	1,092.09
Profit After Tax	275.34
Net worth	2,690.28

A(5) Basic details of the proposed transaction

1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The type of proposed transactions include giving loan and charging interest thereon, corporate sales agent commission, guarantee commission, recovery of cost for shared services, recovery and reimbursement of expenses and investment in GCPL.
2	Details of each type of the proposed transaction	<p>Giving Loan/ guarantee: To provide loan(s) in one or more tranches, and/or to provide guarantee(s), and/or to provide security(ies) in connection with loan taken/ to be taken by GCPL, for a maximum aggregate outstanding amount up to ₹ 100,00,00,000 /- (Rupees One Hundred Crores only) at any given point of time during a financial year.</p> <p>Corporate Sales Agent Commission: Income earned by the Company for acting as a corporate sales agent for products/services of GCPL.</p> <p>Guarantee Commission: The Company provides guarantee against the credit facilities obtained by GCPL and GCPL pays commission for such guarantee.</p> <p>Recovery of cost for shared services: Recovery of costs incurred by the Company towards shared services such as infrastructure, technology, human resources, and administrative support provided to GCPL.</p> <p>Recovery and re-imbursalment of Expenses: Reimbursement of expenses incurred by the Company on behalf of GCPL and vice versa.</p> <p>Investment in GCPL: Investment in equity shares of GCPL by the Company.</p>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the conclusion of next Annual General Meeting to be held in the year 2027.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Refer A(4)(1)

<p>6 Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The transactions with Geojit Credits Private Limited, a subsidiary, are in the ordinary course of business and aligned with the group's overall strategy. They aim to optimize financial, operational, and managerial resources, enhancing efficiency, synergies, and shareholder value.</p> <p>Investments in equity and provision of loans (including repayments) and guarantee support the subsidiary's capital needs and growth, enabling access to funding, financial stability, and effective pursuit of its objectives, thereby strengthening the group's consolidated performance.</p> <p>Recovery of shared service costs and reimbursement of expenses reflect the group's centralized support model, ensuring optimal use of infrastructure, technology, human resources, and administrative functions, leading to economies of scale and cost efficiency.</p> <p>Transactions such as corporate sales agent commission and interest income are conducted at arm's length supporting the subsidiary's operations.</p> <p>Overall, these transactions are driven by the objective of achieving operational synergies, strengthening the group's market position, and creating long-term value for stakeholders.</p>
<p>7 Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. C J George, Chairman and Managing Director and Promoter Shareholder of the Company is the Managing Director of GCPL. He also holds 0.90% shares of GCPL. Mr. Jones George, son of Mr. C J George is an Executive Director of the Listed Entity.</p> <p>M/s KSIDC Limited, Promoter of the Company also holds 1.57% shares of GCPL.</p> <p>Mr. Jyotis Abraham George, member of Promoter Group and son of Mr. C J George, is a Non-Executive Director of GCPL.</p> <p>Mr. Punnoose George, Director holds 0.77% of shares of GCPL.</p> <p>Except to the extent of their shareholding / Directorship in the Company, none of the promoter(s) / director(s) / key managerial personnel of the Company have any interest in the transaction, whether directly or indirectly.</p>
<p>8 A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable</p>
<p>9 Other information relevant for decision making.</p>	<p>NIL</p>

PART B**B (1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Considering the intra group nature of the transaction, no separate bidding or selection process was undertaken.
2	Basis of determination of price	Corporate Sales Agent: Benchmarked to similar services provided by external agents. Shared services: Benchmarked with other subsidiaries.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

B(2) Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

1	Source of funds in connection with the proposed transaction.	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Nil
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity is borrowing from its bankers/ other lenders.	Average interest rate for Company ranges from 7.00% to 9.50%.
4	Proposed interest rate to be charged by listed entity from the related party.	The rate of interest to be charged from time to time shall not be lower than the prevailing yield of one year, three year, five year or ten-year Government Security closest to the tenor of the loan
5	Maturity / due date	1 year, Repayable on demand
6	Repayment schedule & terms	Repayable on demand
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	For principal business activities of GCPL i.e. lending related activities and the matters connected and incidental thereto

B (3) Investment made by the listed entity

1	Source of funds in connection with the proposed transaction.	Internal Accruals
2	Where any financial indebtedness is incurred to make investment, specify the following:	Nil
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Purpose for which funds shall be utilized by the investee company	For principal business activities of GCPL i.e. lending related activities and the matters connected and incidental thereto
4	Material terms of the proposed transaction	The Company proposes to invest in the shares of GCPL at face value.

B(4) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

1	a) Rationale for giving guarantee, surety, indemnity or comfort letter	Providing guarantee to GCPL support the subsidiary's capital needs and enables access to funding for its business growth.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	GFSL will be granting corporate guarantee to external lenders in respect of the credit facilities granted by those parties. Commission for corporate guarantee will be 0.40% calculated on the daily outstanding loan balance. (i) Not Applicable (ii) The listed entity to recover from GCPL to the extent of available assets.
3	The value of obligations undertaken by the subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable

PART C**C(1) Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary**

1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	CARE A; Stable/ CARE A1 for Long Term/ Short Term Bank Facilities
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil
	In addition, state the following:	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting	
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

C(2) Investment made by the listed entity

1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	CARE A; Stable/ CARE A1 for Long Term/ Short Term Bank Facilities
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No regulatory approvals required

C (3) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	CARE A; Stable/ CARE A1 for Long Term/ Short Term Bank Facilities
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2 Details of solvency status and going concern status of the related party during the last three financial years: FY 2023-24 FY 2024-25 FY 2025-26	The related party was solvent, and its financial statements were prepared on a going concern basis for last three financial years.
3 The value of obligations undertaken by the listed entity, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	Up to a maximum of ₹ 100,00,00,000 /- (Rupees One Hundred Crores only)
4 Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil
In addition, state the following:	No
Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting	
Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

Item No: 6

Geojit Technologies Private Limited (GTPL) is a material subsidiary of Geojit Financial Services Limited (GFSL) wherein your Company holds 65% equity share capital. GTPL is in the business of software development and services. Geojit Credits Private Limited (GCPL), a Non-Banking Financial Company (NBFC), is a subsidiary company of Geojit Financial Services Limited (GFSL), wherein your Company along with Geojit Fintech Private Limited, a wholly owned subsidiary, holds 94.67% equity share capital.

In terms of the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the related party transactions that are material, between the subsidiaries of the listed entity as determined

in accordance with the threshold prescribed under Schedule XII, require prior approval of the shareholders.

GTPL, a subsidiary of the Company, proposes to enter into certain related party transaction(s) with GCPL, also a subsidiary of the Company, on mutually agreed terms and conditions. The proposed transaction(s) between GTPL and GCPL, whether undertaken individually or taken together with previous or existing transaction(s), are considered material related party transaction(s), as the aggregate value of such transaction(s) is expected to exceed the applicable materiality threshold prescribed under Schedule XII of the SEBI Listing Regulations, based on the consolidated financial statements of GFSL. Accordingly, prior approval of the Members is being sought for all such arrangements/transactions proposed to be undertaken by GTPL with GCPL.

All the said transactions shall be carried out in the ordinary course of business of GTPL and on an arm's length basis.

These transactions are proposed based on the approval of the Audit Committee (comprising 100% Independent Directors) and are recommended by the Board of Directors of GFSL, while noting that these transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of GFSL. The Audit Committee and Board of Directors have reviewed the certificates provided by the Managing Director and CFO of the Company as required under the RPT Industry Standards confirming that the terms and conditions of the transactions to be entered are in the interest of the Company.

The Board of Directors recommends the resolution as set out at Item No. 6 of the accompanying Notice, for the prior approval of the Members of the Company by way of an Ordinary Resolution.

Except Mr. Jones George, Executive Director and member of Promoter Group of the listed entity (being a Non-Executive Director of GTPL), Mr. Sebastian Luckose Morris, Independent Director of the listed entity (being a Non-Executive Director of GTPL), Mr. Punnoose George, Director of the listed entity (being a Non-Executive Director of GTPL and holding

0.77% of shares of GCPL), Mr. C J George, Chairman and Managing Director and Promoter Shareholder of the listed entity (being the Managing Director and shareholder (0.90% shares) of GCPL), M/s KSIDC Limited, Promoter of the listed entity (being a shareholder (1.57% shares) of GCPL, Mr. Jyotis Abraham George, member of Promoter Group of the listed entity and son of Mr. C J George, (being a Non-Executive Director of GCPL) and their respective relatives, none of the other Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution as set out at item no. 6 of accompanying Notice.

The Members may note that in terms of provisions of SEBI Listing Regulations, the related party as defined thereunder, whether such related party(ies) is a party to the aforesaid transactions or not, shall not vote to approve resolution under item No. 6.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Transaction between Geojit Technologies Private Limited and Geojit Credits Private Limited, Subsidiary Companies and related parties of the Company

A(1) Basic details of the related party

1	Name of the related party	Geojit Credits Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Non-Banking Finance Company

A(2) Relationship and ownership of the related party

1	Relationship between the subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Geojit Technologies Private Limited, Subsidiary and Geojit Credits Private Limited, related party, are subsidiary companies of Geojit Financial Services Limited, listed entity.
	• Shareholding of the subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the subsidiary (in case of transaction involving the subsidiary).	Nil

A(3) Details of previous transactions with the related party

1	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	Nature of Transaction	FY 2025-26 (₹ in lakhs)
		Software Income	15.53
		Cloud Hosting Income	12.02
		Loan provided	9047.00
		Loan recovered	8122.55
		Interest income on loan provided	540.75
2	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	

A(4) Amount of the proposed transaction(s)

1	Amount of the proposed transactions being placed for approval in the meeting of the shareholders	Nature of Transaction	FY 2025-26 (₹ in lakhs)
		Software Income	84.00
		Cloud Hosting Income	36.00
		Loan (net of all disbursements and repayments) provided/ to be provided	12500.00
		Interest income on loan provided	993.00
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The value of the proposed transactions will comprise of ongoing disbursements and repayments within the approved credit facility of ₹ 12,500 lakhs. Accordingly, the percentage has not been disclosed, as it may not provide a meaningful representation	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	The value of the proposed transactions will comprise of ongoing disbursements and repayments within the approved credit facility of ₹ 12,500 lakhs. Accordingly, the percentage has not been disclosed, as it may not provide a meaningful representation	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The value of the proposed transactions will comprise of ongoing disbursements and repayments within the approved credit facility of ₹ 12,500 lakhs. Accordingly, the percentage has not been disclosed, as it may not provide a meaningful representation	

6 Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2025-2026 (₹)(In Lakhs)
	Turnover	1,092.09
	Profit After Tax	275.34
	Net worth	2,690.28

A(5) Basic details of the proposed transaction

1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The type of proposed transactions include giving loan, software services and cloud hosting services
2	Details of each type of the proposed transaction	<p>Giving Loan: GTPL to provide loan(s) in one or more tranches, for a maximum aggregate outstanding amount up to ₹125,00,00,000 /- (Rupees One Hundred and Twenty Five Crores only) at any given point of time during a financial year.</p> <p>Software Services: GTPL shall provide software development, maintenance, enhancement, technical support and other related technology services to GCPL in connection with its business operations, on mutually agreed terms and conditions.</p> <p>Cloud Hosting Services: GTPL shall provide cloud hosting, storage, application hosting, monitoring and related support services to GCPL to enable secure and efficient hosting of its business applications and technology systems.</p>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the conclusion of next Annual General Meeting to be held in the year 2027.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Refer A(4)(1)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transactions between GTPL and GCPL are in the interest of GFSL and its group companies as they support the operational and business requirements of GCPL, while enabling effective utilisation of GTPL's financial and technical capabilities.</p> <p>The loan support will assist GCPL in meeting its funding requirements for lending-related activities, whereas the software services and cloud hosting services will provide GCPL with necessary technology support, system maintenance, secure hosting infrastructure and operational efficiency.</p> <p>These arrangements are expected to promote intra-group synergies, ensure efficient use of group resources, and contribute to the overall consolidated performance of the GFSL group, while being undertaken in the ordinary course of business and on an arm's length basis.</p>

7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Jones George, Executive Director and member of Promoter Group of the listed entity is a Non-Executive Director of GTPL.
a.	Name of the director / KMP	Mr. Sebastian Luckose Morris, Independent Director of the listed entity is a Non-Executive Director of GTPL.
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. C J George, Chairman and Managing Director and Promoter Shareholder of the listed entity is the Managing Director of GCPL. He also holds 0.90% shares of GCPL. M/s KSIDC Limited, Promoter of the listed entity also holds 1.57% shares of GCPL. Mr. Jyotis Abraham George, member of Promoter Group of the listed entity and son of Mr. C J George, is a Non-Executive Director of GCPL. Mr. Punnoose George, Director of the listed entity is a Non-Executive Director of GTPL and holds 0.77% of shares of GCPL. Except to the extent of their shareholding / Directorship in the Company, none of the promoter(s) / director(s) / key managerial personnel of the Company have any interest in the transaction, whether directly or indirectly.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	NIL

Part B

B(1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Considering the intra group nature of the transaction, no separate bidding or selection process was undertaken.
2	Basis of determination of price	Software Services: Charges are billed on time and material basis. Cloud Hosting Services: At actuals charged by the vendor with service charge.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	Amount of Trade advance	-
	Tenure	-
	Whether same is self-liquidating?	-

B(2) Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

1	Source of funds in connection with the proposed transaction.	Internal accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Nil
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	GTPL is not availing loan from bankers.
4	Proposed interest rate to be charged by subsidiary from the related party.	The rate of interest to be charged from time to time shall not be lower than the prevailing yield of one year, three year, five year or ten-year Government Security closest to the tenor of the loan.
5	Maturity / due date	1 year, Repayable on demand
6	Repayment schedule & terms	Repayable on demand
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	For principal business activities of GCPL i.e. lending related activities and the matters connected and incidental thereto

C(1) Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary

1	Latest credit rating of the related party	CARE A; Stable/ CARE A1 for Long Term/ Short Term Bank Facilities
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil
	In addition, state the following:	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment at the 32nd Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards on General Meetings – (SS-2)

Name of the Director	Mr. Punnoose George
DIN	00049968
Date of Birth & Age	26-05-1959, 67 Years
Nationality	Indian
Date of first Appointment on Board	29-04-1995
Qualifications	B.Sc. Engineering, LL.M
Shareholding in Geojit Financial Services Ltd. including shareholding as beneficial owners (as on March 31, 2026)	1,16,86,599
Brief profile, experience and expertise in specific functional area	Mr. Punnoose George is a reputed industrialist with interests in manufacturing, plantations and educational institutions. He is the Executive Director of Kottukulam Group – Kottayam and also the Executive Chairman of SAINTGITS Group of Institutions. Mr. Punnoose George is a graduate in engineering and a Master of Law. He has been on Geojit's Board since April 1995. Mr. Punnoose George holds directorship in Kottukulam Engineer Private Limited, Unity Realtors Private Limited, Geojit Technologies Private Limited, Saintgits Innovation and Incubation Council and Youth Empowerment Skills Foundation.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
Director of other Indian Companies (as on March 31, 2026)	1 Kottukulam Engineer Private Limited 2 Unity Realtors Private Limited 3 Geojit Technologies Private Limited 4 Saintgits Innovation and Incubation Council 5 Youth Empowerment Skills Foundation
Resignation from Listed Companies in the past three years	Nil
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he/ she is a Director	1 Corporate Social Responsibility Committee Geojit Technologies Private Ltd. – Member 2 Enterprise Risk Management Committee Geojit Financial Services Limited - Member
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	Appointed as Non- Executive Director, liable to retire by Rotation. Mr. Punnoose George has received ₹ 5,25,000 as sitting fee during the FY 2025-26.
The Number of Meetings of the Board attended during the year	Seven out seven meetings attended during the financial year 2025-26
Relationships with other Directors, Manager and other Key Managerial Personnel	Nil