

Date: 15.07.2022

**To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block – G,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
Ph. No. 022-26598100
Scrip Code: GEOJITFSL - EQ**

**To,
The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Ph. No.022 22721233
Scrip Code: 532285**

Dear Sir/Madam,

Sub: Proceedings of the Annual General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Proceedings of the 28th Annual General Meeting of the Company held on Friday, July 15, 2022.

Kindly take the above on your records.

Thanking you,
For Geojit Financial Services Limited

**Liju K Johnson
Company Secretary**

PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY

The 28th Annual General Meeting (AGM) of the Company was held on Friday, July 15, 2022 at 4.00 p.m. In view of the Covid-19 pandemic and social norms to be followed, the AGM was held through video conference (VC) in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI).

Mr. R Bupathy, Chairman of the Company, joined the meeting through VC from his office in Chennai. The Chairman called upon the names of other Directors who had joined the meeting through VC from various locations to introduce themselves.

The following directors were present in the meeting:

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|-------------------------|---|---------------------------------|
| 1. Mr. R Bupathy | - | Chairman & Independent Director |
| 2. Mr. C J George | - | Managing Director & CEO |
| 3. Mr. Rajan K Medhekar | - | Independent Director |
| 4. Mr. Punnoose George | - | Non-Executive Director |
| 5. Mr. A Balakrishnan | - | Executive Director |
| 6. Mr. Satish Menon | - | Executive Director |
| 7. Mr. Jones George | - | Executive Director |

The Chairman of the Audit Committee and Stakeholders' Relationship Committee were present in the meeting. The representatives of Statutory Auditors and Secretarial Auditors were also present for the meeting from their respective locations through VC.

The requisite quorum being present, the Chairman called the meeting to order. The Chairman welcomed all the Members, Directors and Auditors of the Company to the 28th AGM of the Company.

Thereafter, the Chairman addressed the members of the Company with a brief speech, followed by the speech of Mr. C J George, Managing Director & CEO.

The Chairman then called upon the Company Secretary, Mr. Liju K Johnson, who informed the members that the facility for joining the meeting through video conference or other audio-visual means is made available for the members as per the procedure mentioned in the Notice for the 28th Annual General Meeting. 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, Statutory Auditors' Report and Secretarial Auditors' Report have been made available for the inspection. Those shareholders who had registered themselves to be speakers at the meeting would get the opportunity once the Chairman opens the floor for question and answers session.

Thereafter, Chairman informed the Members that the Notice dated 29th April 2022 convening the 28th Annual General Meeting, Statement of Profit & Loss for the year ended 31st March 2022 and the Balance sheet dated 31st March 2022 together with the report of the Board of Directors and the Auditors were taken as read. The Chairman further informed that Auditors Report and Secretarial Audit Report for the year ended March 31, 2022, did not have any qualifications, observations, or comments.

The Chairman then informed that the Company had provided the facility to cast their vote electronically, on all resolutions set forth in the Notice convening the 28th Annual General Meeting of the Company and the facility will be available throughout the meeting.

The Chairman then proceeded to the various items of business as set out in the Notice convening the 28th AGM of the Company:

Ordinary Business	
1. To receive, consider and adopt <ol style="list-style-type: none"> a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of Auditors thereon. 	Ordinary Resolution
2. To declare a final dividend of Rs. 3.00/- per equity share for the financial year ended March 31, 2022.	Ordinary Resolution
3. To appoint a Director in place of Mr. Punnoose George (DIN: 00049968) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution

Special Business	
4. Re-Appointment of Mr. Radhakrishnan Nair (DIN: 07225354) as Independent Director of the Company	Special Resolution
5. To authorise Board to borrow funds pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 up to a limit not exceeding Rs. 750 Crores and to create charge / security on the assets of the Company for securing the borrowings of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.	Special Resolution

Thereafter, the Chairman proceeded to open the Question & Answer (Q&A) session for the registered speakers. He explained that, to avoid repetition, the answers to all the questions shall be provided towards the end the process for the same. The Chairman then handed over the session to the Company Secretary.

The Company Secretary then explained the procedure for the Q&A session and called upon the names of the registered speakers one by one. The speakers expressed their views and asked questions. Thereafter, Mr. C J George - Managing Director & CEO responded to the questions raised by Speakers.

Thereafter, the Chairman informed that Mr. Satheesh Kumar N, Practicing Company Secretary was appointed as the Scrutinizer for supervising the e-voting process. He further informed that the scrutinizer's report on the voting results will be available on the website of the Company and the same shall be disseminated to the Stock Exchanges at the earliest. The Chairperson then thanked all the shareholders for attending the 28th AGM of the Company and declared the meeting as concluded.

92 shareholders were present in the AGM through Video Conferencing.

The Meeting commenced at 4.00 PM and concluded at 5.00 PM on Friday, 15th July, 2022

For Geojit Financial Services Limited

Liju K Johnson
Company Secretary