

07.03.2024

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,

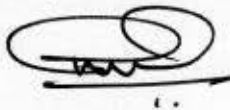
Sub: Postal Ballot Notice

Please find enclosed copy of the Postal Ballot Notice for seeking approval from the shareholders of the Company for the below matters:

- Approval of the 'GFS Employee Stock Option Scheme 2024'
- Approval of grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under 'GFS Employee Stock Option Scheme 2024'
- Approval of grant of employee stock options to the eligible employees of the associate company(ies) of the Company under 'GFS Employee Stock Option Scheme 2024'
- Re-Appointment of Mr. Rajan Krishnanath Medhekar (DIN: 07940253) as Non-Executive Independent Director of the Company

Kindly take this on your records.

Thanking you,
For Geojit Financial Services Limited



Liju K Johnson
Company Secretary



GEOJIT FINANCIAL SERVICES LIMITED

(CIN: L67120KL1994PLC008403)

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

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

Phone: 0484-2901000, Fax: 0484-2979695

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023 read with other relevant circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for the time being in force and as amended from time to time), for seeking your consent to pass the proposed resolution(s) mentioned below, by means of Postal Ballot only by way of remote e-voting process (“**e-voting**”).

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

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

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

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically not later than **5.00 pm on Saturday, 06.04.2024** (the last day to cast vote electronically) to be eligible for being considered.

The Company has engaged M/s. National Securities Depository Limited (“**NSDL**”) to provide e-voting facility. The e-voting facility is available from **Friday, 08.03.2024** (9.00 am IST onwards) till **Saturday, 06.04.2024** (up to 5.00 pm IST). The E-Voting module will be disabled by NSDL for voting thereafter.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Chairman in this regard within two working days. The results of e-voting will be announced on or before **Tuesday, 09.04.2024**, and will be displayed on the Company's website www.geojit.com and will also be communicated to the Stock Exchanges on which equity shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office. If the proposed resolution(s) is assented by requisite majority, it shall be deemed to have been duly passed on **Saturday, 06.04.2024** i.e. the last day for E- Voting.

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

SPECIAL BUSINESSES:

Item 1: Approval of the ‘GFS Employee Stock Option Scheme 2024’.

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, as may be applicable and the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of **‘GFS Employee Stock Option Scheme 2024’ (“ESOS 2024”/ “Scheme”)**, the salient features of which are furnished in the explanatory statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding **15,00,000 (Fifteen Lakhs)** employee stock options (“**Options**”) to the eligible employees of the Company including employees of Subsidiary Company(ies) and/or associates Company(ies) of the Company, exclusively working in India or outside, as determined in terms of the ESOS 2024, exercisable into not more than **15,00,000 (Fifteen Lakhs)** equity shares of face value of **Re. 1/- (Rupee One)** each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOS 2024;

RESOLVED FURTHER THAT, the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, re-organisation, split and change in capital structure of the Company, as the case may be, additional Options granted, if any or equity shares are issued by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued;

RESOLVED FURTHER THAT, in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOS 2024 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees;

RESOLVED FURTHER THAT, the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2024;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the ESOS 2024 on the stock exchanges where the existing equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws;

RESOLVED FURTHER THAT, the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2024 subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2024 and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable laws in force to give effect to this resolution.”

Item No. 2: Approval of grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under ‘GFS Employee Stock Option Scheme 2024’

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“**LODR Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time as may be applicable and the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“**Options**”) under ‘**GFS Employee Stock Option Scheme 2024**’ (“**ESOS 2024**”/ “**Scheme**”) to the eligible employees of the subsidiary company(ies), present or future exclusively working in India or outside India, as determined in terms of the ESOS 2024, within the ceiling of total number of Options and equity shares, as specified in ESOS 2024 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOS 2024.”

Item No. 3: Approval of grant of employee stock options to the eligible employees of the associate company(ies) of the Company under ‘GFS Employee Stock Option Scheme 2024’

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time as may be applicable and the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“**Options**”) under ‘**GFS Employee Stock Option Scheme 2024**’ (“**ESOS 2024**”/ “**Scheme**”) to the eligible employees of the associate company(ies), present or future exclusively working in India or outside India, as determined in terms of the ESOS 2024, within the ceiling of total number of Options and equity shares, as specified in ESOS 2024 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOS 2024.”

Item No. 4 – Re-Appointment of Mr. Rajan Krishnanath Medhekar (DIN: 07940253) as Non-Executive Independent Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), and pursuant to recommendation of Nomination and Remuneration Committee, Mr. Rajan Krishnanath Medhekar (DIN: 07940253) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from January 31, 2024, in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Director (Non-Executive) of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT, pursuant to provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Mr. Rajan Krishnanath Medhekar (DIN: 07940253) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from January 31, 2024 up to January 30, 2027;

RESOLVED FURTHER THAT, the Managing Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the said resolution.”

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

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

Kochi, January 31, 2024

IMPORTANT NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed resolution(s) is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/Statement of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Friday, 01.03.2024** i.e. the “**cut-off date**”.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the company’s Registrar and Transfer Agent (in case of shares held in physical form). Physical copies of Postal Ballot Notice along with Ballot Form and postage prepaid self-addressed Business Reply Envelope are not being sent to members for this Postal Ballot.
4. This Postal Ballot Notice will also be available on the Company’s website at www.geojit.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
5. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up value of equity share capital of the Company as on **Friday, 01.03.2024** i.e the “**cut-off date**”.
6. The e-voting period commences at **9.00 a.m. (IST) on Friday, 08.03.2024** and ends at **5.00 p.m. (IST) on Saturday, 06.04.2024**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, (“**Listing Regulations**”), Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is offering remote e-voting facility to all its members to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the members to cast their votes electronically.
8. In accordance with the MCA circulars, the Company has made arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with their Depository Participants (in case of shares held in demat form) or with the company’s Registrar and Transfer Agent (in case of shares held in physical form).
9. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting.

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

10. The Board of Directors at its Meeting held on January 31, 2024 has appointed Mr. Satheesh Kumar N, (Membership No. 16543) Practicing Company Secretary, Kochi, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
11. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts is open for inspection to the members electronically until the last date of voting. Members seeking to inspect such documents can send an email to companysecretary@geojit.com.
12. Upon completion of the scrutiny of e-voting process, the Scrutinizer will submit his report to the Chairman / Director of the Company. The results of the Postal Ballot will be declared **on or before Tuesday, 09.04.2024**. The results along with the Scrutinizer's report will be displayed on the website of the Company at www.geojit.com and shall be communicated to the Stock Exchanges ie; the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).
13. For any queries in relation to Postal Ballot, members may contact Registrar and Transfer Agent (RTA) i.e., M/s. Link Intime India Private Limited, "Surya": 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore, Tamil Nadu – 641028, at the designated email id: coimbatore@linkintime.co.in or at telephone no. 0422-4958995.
14. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members and shall be deemed to have been passed on the last date of e-voting i.e. **Saturday, 06.04.2024**.

15. Voting Through Electronic means

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

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

Step 1: Access to NSDL e-Voting system

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

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

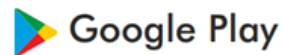
Login method for Individual shareholders holding securities in demat mode is given below:

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

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000.</p>

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 22 55 33.
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

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

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

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

General Guidelines for shareholders

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

unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

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

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

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

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

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

Kochi, January 31, 2024

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

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

Item No.1, 2 and 3:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme.

Your Company has always believed in employee co-ownership and alignment of the rewards with the long-term value creation for the shareholders. With a view to align the employees' interest with that of the shareholders and to retain and achieve long-term performance, the Company had implemented "**Employee Stock Option Scheme 2016 or ESOS 2016**" and "**Employee Stock Option Scheme 2017 or ESOS 2017**" in the past, the shares reserved under which are near exhaustion.

At this juncture, the Company has transited to the next phase of leveraging market opportunities and business growth including addressing of business competition which has resulted in consistent demand for talent for critical roles. Apart from this, emergence of skillsets relevant for the Company's business coupled with industry practice as to equity compensation has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction, retention, motivation and incentivisation of both existing and future critical resources in the leadership positions, or holding critical roles as required in the business.

Given the brief background above, and with a view to motivate the key work force, seeking their contribution to the corporate growth and to bring skin in the game, the Company proposes to implement a new employee stock option plan namely '**GFS Employee Stock Option Scheme 2024**' ("**ESOS 2024**" or "**Scheme**") seeking to cover eligible employees.

Accordingly, the Nomination and Remuneration Committee of the Directors ("**Committee**") and the Board of Directors ("**Board**") of the Company at their respective meetings held on 30th January 2024 and 31st January 2024 had approved the introduction of the Scheme, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**") the Company seeks your approval by way of special resolutions for:

- (i) Approval of the Scheme seeking to grant Options to eligible employees of the company;
- (ii) Grant of Options to the eligible employees of the subsidiary companies; and
- (iii) Grant of Options to the eligible employees of the associate companies.

The main features of the Scheme are as under:

a) Brief description of the Scheme:

The Scheme contemplates grant of Options to the eligible employees (including Directors) as specified at point 'c' below, time to time as may be determined in due compliance of SBEB & SE Regulations and provisions of the Scheme. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation

arising thereon. The employees may create wealth depending on prevailing market price of Equity Shares as on the date of sale.

The Nomination and Remuneration Committee of the Company shall supervise the Scheme as required under SBEB & SE Regulations. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **15,00,000 (Fifteen Lakhs)** Options in one or more tranches. Each Option when exercised would be converted into one equity share of **Re. 1 /- (Rupee One)** each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, re-organisation, split and change in capital structure of the Company, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid the ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme.

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India, or
- (ii) a Director of the Company, whether a whole-time director or not, including a non-executive director, who is not a Promoter or member of the Promoter Group but excluding an Independent Director;
- (iii) an employee as defined in sub-clauses (i) and (ii), of the Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, of the Company.

but excludes

- a. an Employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

The Nomination and Remuneration Committee while granting the Options to any eligible Employee(s) of any subsidiary and/or associate company shall at its discretion, consider the factors including but not limited to the role(s) of such Employee(s) for safeguarding the interest of the Company, or such Employee's contribution to the Company and decision of the Nomination & Remuneration Committee shall be final in this regard.

d) Requirements of vesting and period of vesting

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **5 (five) years** from the date of grant as may be determined by the Committee.

The vesting dates and relative percentages shall be determined by the Nomination & Remuneration Committee and may vary from Employee to Employee or any class thereof.

The Options would vest essentially on the basis of continued tenure with the Company, its Subsidiary or Associate companies, as the case may be. In addition to this, the Committee may prescribe achievement of performance condition(s), the criteria being a mix of corporate, business unit/segment and individual performance, for vesting. The relative weightage of performance conditions shall be determined by the Committee on each occasion of grant which may differ from Employee to Employee or classes thereof depending on the existing and expected role of the concerned Employees. The specific vesting conditions subject to which vesting would take place shall be specified in the letter of grant issued to the option grantee at the time of grant.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SBEB & SE Regulations.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the Company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible Employee who has been granted benefits under the ESOS 2024 is deputed or transferred (including resignation in connection with transfer) to join its group company including subsidiary company or a holding company of the Company or associate company, prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the grant.

e) Maximum period within which the Option shall be vested:

Any Option granted under the Scheme shall be subject to a maximum vesting period of **5 (five)** years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price or pricing formula:

The exercise price shall be the market price of the share of the Company at the time of grant. The exercise price shall be specified in the letter issued to the option grantee at the time of the grant. However, the exercise price per Option shall not be less than the face value of the equity shares of the Company.

g) Exercise period and the process of Exercise:

The exercise period for vested Options shall be a maximum of **4 (Four)** years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant.

However, in case of separation of an Employee from the employment/service, there shall be a shorter exercise period being maximum of **12 months** from the date of event of separation or date of vesting, as may be determined by the Committee depending on the nature of separation.

The vested Option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price by the option grantees. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted under the Scheme per Employee and in aggregate (taking into account all grants) for such Employee, shall not exceed **5,00,000 (Five Lakhs)** Options per eligible Employee.

j) Maximum quantum of benefits to be provided per employee:

The maximum quantum of benefits that will be provided to any eligible employee under the ESOS 2024 will be the difference between the market value of Company's equity shares on the stock exchanges as on the date of exercise of Options and the exercise price paid by the employee as specified in the letter of grant.

Apart from the grant of Options as stated above, no other benefits are contemplated under the ESOS 2024.

k) Route of Scheme implementation:

The Scheme shall be implemented and administered by the Company through Nomination & Remuneration Committee.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates issue of fresh/primary equity shares of the Company.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the Scheme.

n) Maximum percentage of secondary acquisition:

This is currently not contemplated under the Scheme.

o) Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or

any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB & SE Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) Declaration:

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Board of Directors' report.

r) Period of Lock-in:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities/Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, financially or otherwise except to the extent they may be lawfully granted Options under the Scheme.

A draft copy of the Scheme will be available for inspection by the members electronically. Members seeking to inspect the same can send an email to companysecretary@geojit.com without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting.

Item No. 4

Pursuant to the recommendation of the Nomination and Remuneration Committee vide its resolution dated January 30, 2024, the Board of Directors vide its resolution dated January 31, 2024, had re-appointed Mr. Rajan Krishnanath Medhekar (DIN: 07940253) as an Additional Director (Non-Executive Independent) with effect from January 31, 2024 in accordance with the provision of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Earlier Mr. Rajan K Medhekar has held the office of the Independent Director from 30.01.2021 to 29.01.2024.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of

shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notice pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Rajan Krishnanath Medhekar (DIN: 07940253) for office of a Director of the Company.

The Company has received from Mr. Rajan K Medhekar (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Mr. Rajan K Medhekar is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

Mr. Rajan Krishnanath Medhekar (DIN: 07940253) has confirmed that he is in compliance with Rules 6(1), 6(2) and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA"). Further Mr. Rajan Krishnanath Medhekar (DIN: 07940253) has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Board evaluated the performance of Mr. Rajan K Medhekar based on qualification and experience, his understanding and knowledge of the Company & the industry etc. The Board observed that Mr. Rajan K Medhekar has independent views and judgment about the activities of the Company and effectively contributes to the Board and that it would be of immense benefit to the Company to appoint Mr. Rajan K Medhekar as an Independent Director of the Company.

In the opinion of the Board, Mr. Rajan K Medhekar, fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

The copy of the letter for appointment of Mr. Rajan K Medhekar, as an Independent Non-Executive Director setting out terms and conditions is available for inspection by the members electronically. Members seeking to inspect the same can send an email to companysecretary@geojit.com. The said Letter of Appointment is also available on the website of the Company and can be accessed at www.geojit.com.

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

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors accordingly recommends the Resolution as set out at Item No. 4 of the accompanying postal ballot notice for approval by the members of the Company as a Special Resolution.

Mr. Rajan K Medhekar is not related to any other Director and Key Managerial Personnel of the Company. He does not hold any Equity Share in the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Rajan K Medhekar and his relatives, to the extent of his appointment are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No.4 of the accompanying Postal Ballot Notice.

By Order of the Board of Directors

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

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

Kochi, January 31, 2024

ANNEXURE TO NOTICE

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

Name of the Director	Mr. Rajan Krishnanath Medhekar IPS (Retd.)
DIN	07940253
Date of Birth & Age	12.04.1952, 72 years
Nationality	Indian
Date of first Appointment on Board	30.01.2021
Qualifications	Postgraduate in Solid State Physics
Shareholding in Geojit Financial Services Ltd. (as on December 31, 2023) (including shareholding as a beneficial owner)	Nil
Brief profile, experience and nature of expertise in specific functional areas	<p>Mr. Rajan K Medhekar was an officer of the premier Indian Police Service (IPS, 1975 Batch) for 37 years. He served with distinction in several important and sensitive assignments both in his cadre with the Kerala State Police, Government of Kerala and on deputation with the Government of India, concluding his career in the IPS as the Director General of the elite National Security Guard (NSG), India's premier Federal Contingency Special Force for Counter-Terrorism and Anti-Hijack operations.</p> <p>After retiring, Mr. Medhekar is a security consultant to both government as well as the private sector and is currently the Director General of the International Institute of Security and Safety Management (IISSM), New Delhi.</p> <p>He is a graduate of the Birla Institute of Technology and Science (BITS), Pilani, and a postgraduate in Solid State Physics from Bombay University. He has been awarded both the President's Police Medal for Distinguished Service & the Indian Police Medal for Meritorious Service. Mr. Medhekar is also a Director on the Board of Dwarikesh Sugar Industries Limited and Logically Infomedia Private Limited.</p>
Skills and capabilities required for the role as Independent Director and the manner in which Mr. Medhekar meets such requirements	Mr. Rajan K Medhekar has independent views and judgment about the activities of the Company and effectively contributes to the Board.

Director of other Indian Companies (as on December 31, 2023)	<ol style="list-style-type: none"> 1. Dwarikesh Sugar Industries Limited 2. Logically Infomedia Private Limited
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a director	<ol style="list-style-type: none"> 1. Geojit Financial Services Limited <ol style="list-style-type: none"> a. Enterprise Risk Management Committee - Member 2. Dwarikesh Sugar Industries Limited <ol style="list-style-type: none"> b. Audit Committee - Member c. Stakeholders Relationship Committee - Member d. Nomination and Remuneration Committee - Member e. Corporate Social Responsibility Committee - Member
Resignation from Listed Companies in the past three years	<p>Nil.</p> <p>Retired from SIS Limited as an Independent Director after completion of tenure.</p>
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	<p>Appointment as Non-Executive Independent Director, for a period of 3 years commencing from January 31, 2024 to January 30, 2027, not liable to retire by rotation.</p> <p>Remuneration payable shall include sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting. He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings.</p> <p>Rs. 5,35,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2023-24 till date.</p>
The Number of Meetings of the Board attended during the year	Five out of five meetings for FY 2023-24 till date.
Relationships with other Directors, Manager and other Key Managerial Personnel	None