

04th September, 2019

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

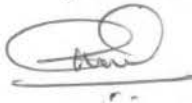
Dear Sir/Madam,

Sub: Postal Ballot Notice

Please find enclosed copy of the Postal Ballot Notice for seeking approval from the shareholders of the Company for Alteration of Objects Clause in the Memorandum of Association 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 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), for seeking your consent, to pass the proposed resolution mentioned below through Postal Ballot/E-Voting. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a ‘Postal Ballot Form’ for your consideration.

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

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

Members desiring to vote through Postal Ballot Form (i.e. Physical Ballot) are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent or dissent in the attached self addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours **i.e. 5:00 pm on Thursday, October 03, 2019**. Please note that any Postal Ballot Form(s) received after the prescribed period will be treated as not having been received.

Members desiring to vote through electronic voting (“e-voting”), as per the facilities arranged by the company with National Securities Depository Limited (NSDL), are requested to read the instructions in the Notes under section “Voting through Electronic Means”. References to postal ballot in this Postal Ballot Notice include votes received electronically.

The Company has engaged M/s. National Securities Depository Limited to provide e-voting facility. The e-voting facility is available from **Wednesday, September 04, 2019 (9:00 am IST onwards) till Thursday, October 03, 2019 (up to 5:00 pm IST)**. The E-Voting module will be disabled by NSDL for voting thereafter and any postal ballot form(s) received after the said date will be treated as if reply from the Member has not been received.

The Members may note that e-voting is optional and if a shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Chairman in this regard. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company so authorized by the Chairman, on or before **Saturday, October 05, 2019** by or before **05:00 pm IST** at the Company’s Registered Office at 34/659-P, Civil Line Road, Padivattom, Kochi - 682 024 through the website of the Company viz; www.geojit.com and shall also be displayed on the notice board at the Company’s Registered Office at Kochi. The results will also be communicated to the Stock Exchanges in which the shares of

Company are listed. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on **Thursday, October 03, 2019** i.e. the last day for receipt of duly completed Postal Ballot Forms and E-Voting.

Members who have not received the Postal Ballot Form may apply to the Company or its Registrar and Transfer Agent and obtain a duplicate thereof.

In case of any queries pertaining to E-Voting, you may refer to the Frequently Asked Questions (FAQs) for members and E-Voting user manual for members available at the Downloads sections of <http://www.evoting.nsdl.com> or contact NSDL at the toll free no.: 1800-222-990 for addressing the grievances connected with the voting by electronics means. In case of any queries or issues regarding Postal Ballot process including voting by Postal Ballot Form, please contact, M/s. S.K.D.C. Consultants Limited; Registrar and Share Transfer Agent, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu- 641006, at the designated email id: info@skdc-consultants.com or at telephone no. 0422-4958995.

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

SPECIAL BUSINESS:

Item No. 1 –Alteration of Objects Clause in the Memorandum of Association 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 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and subject to the approval of the Registrar of Companies, Kerala,(“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by amending sub-clause III (A) 4 with the following clause:

4. “To carry out the business of distribution and to solicit and procure sales of loans, mutual funds, insurance, deposits, commercial papers, debentures, bonds and other securities issued or guaranteed by any company, firm, body corporate, Central or State Government or any other authority in India or outside as agent, broker, sub-broker, third party administrator, surveyor, consultant or advisors to clients.”

RESOLVED FURTHER THAT the Managing Director of the Company and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid exiting Clause III (A) 4 of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

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, 07.08.2019

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 is annexed hereto.
2. The Postal Ballot Notice is being sent to all the members, whose name appears in the Register of Members/ Statement of Beneficial Owners maintained by the Depositories ie; National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Friday, August 09, 2019** 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 shares held in physical form). For members whose email ids are not registered, physical copies of Postal Ballot Notice along with Ballot Form are being sent by permitted mode along with the postage prepaid self-addressed Business Reply Envelope.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on **Friday, August 09, 2019** i.e. the cut-off date.
5. In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, (‘SEBI LODR Regulations’), Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote. For this purpose, the company has entered into an agreement with NSDL for facilitating e-voting to enable the members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that members can opt for only one mode of voting i.e.; either by physical postal ballot or e-voting. If the members opt for e-voting, then they should not vote by physical postal ballot and vice-versa. However, in case members cast their vote both by physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.
7. The Board of Directors at its Meeting held on August 07, 2019 has appointed Mr. Satheesh Kumar N, (Membership No. 16543) Practicing Company Secretary, Kochi, to act as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.
8. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts is open for inspection to the members at the Registered Office of the Company between 10:00 am to 12:00 noon on all working days except Saturday(s), Sunday(s) and Public Holiday(s) till Thursday, October 03, 2019.
9. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 pm on **Thursday, October 03, 2019** to be eligible for being considered, failing which it will be treated as if no reply has been received from the member.
10. Upon completion of the scrutiny of ballot forms and e-voting, 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 **Saturday, October 05, 2019**. The results along with the Scrutinizers report will be displayed on the website of the Company www.geojit.com and shall be communicated to the Stock Exchanges ie; the National Stock Exchange of India Limited (‘NSE’) and BSE Limited (‘BSE’).
11. For any queries in relation to voting through Postal Ballot or e-voting, members may contact Registrar and Transfer Agent (RTA) i.e; M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu- 641006 (Email: info@skdc-consultants.com, Ph : 0422-4958995.)
12. 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.

13. Voting Through Electronic means

1. In compliance with the Regulation 44 of SEBI LODR Regulations, 2015, provisions of Section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company.
2. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting.
3. The e-voting period commences on **Wednesday, September 04, 2019 (9:00 am IST) and ends on Thursday, October 03, 2019 (5:00 pm IST)**. During this period, members of the Company holding shares either in physical form or in demat form as on the **cut - off date of Friday, August 09, 2019**, may cast their vote electronically. 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.

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details 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, your ‘initial password’ is communicated to you on your postal address.
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.nsd.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

14. Voting Through Physical Postal Ballot Form

1. Members are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form. Members are requested to complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Forms will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer at Mr. Satheesh Kumar N, Practicing Company Secretary, having its office at, Krishna Apartments, Bldg. No. 55/1682, 2nd Floor, M G Road, Ravipuram, Kochi-682016, so as to reach the Scrutinizer before the **05:00 pm on Thursday, October 03, 2019.**
3. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted / accepted.
4. In case the shares are held by companies, trusts, societies etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
5. Any query in relation to the resolution proposed to be passed by Postal Ballot may be sent to: www.companysecretary.com or write to the Company Secretary at the Registered Office of the Company.
6. Unsigned, incomplete, tick marked at both “for” and “against”, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition. The scrutinizer’s decision on the validity of a Postal Ballot Form will be final and binding

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

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Kochi, 07.08.2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.1**

The resolution mentioned at Item No. 1 of the Notice relate to the alteration of the Main Objects Clause stated in the Memorandum of Association of the Company for amending sub-clause 4 of Clause III(A). The Board of Directors of the Company is of the view that considering the opportunities available in the area of sale of loans, the Company should enter into these businesses which can offer significant growth potential to the Company. To enable the Company to offer the aforesaid services it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the amending the existing sub-clause III (A) 4 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Kerala and/or any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office between 10.00 am to 12.00 Noon on all working days except Saturdays, Sundays & Public Holidays up to the last date of receipt of postal ballot form by scrutinizer.

The Directors recommends the passing of the Resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution as set out at Item No. 1 of the accompanying Postal Ballot Notice.

By Order of the Board of Directors

Liju K Johnson
Company Secretary
Membership No. A21438

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