

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF GEOJIT FINANCIAL SERVICES LIMITED AT THEIR MEETING HELD ON FRIDAY, 13TH JULY 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 34/659-P, CIVIL LINE ROAD, PADIVATTOM, KOCHI – 682024

Sub: To consider Issue of Equity Shares on a Rights Basis

“RESOLVED THAT pursuant to the provisions of Section 23, Section 62(1) (a) and all other applicable provisions of the Companies Act, 2013, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended) and all applicable statutory/regulatory requirements and in accordance with the relevant provisions of Memorandum of Association and Articles of Association of the Company and the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (**“Stock Exchanges”**), where the Company’s shares are listed and subject to any other applicable laws, rules, regulations, circulars etc. issued from time to time and any necessary approval, consent, permission and/ or sanction of the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, (**“SEBI”**), and/ or any other appropriate authorities, including any other statutory/regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**) or any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution (hereinafter referred to as the [**“Committee”**], the Company be and is hereby authorized to create, offer, issue and allot equity shares of face value ₹ 1 each, , on a partly-paid-up basis and/or fully-paid up basis (**“Rights Equity Shares”**) by way of rights issue, to the eligible existing shareholders of the Company as on the specified record date (**“Eligible Equity Shareholders”**) whose names appear in register of members of the Company or in the list of beneficial owners, on such date as may hereafter be fixed by the Board/ Committee as the record date (**“Record Date”**) or to such person or persons who may or may not be an Eligible Equity Shareholder of the Company in whose favour the rights may be renounced (in full or in part) by respective Eligible Equity Shareholders or in whose favour the Board may, in its discretion, allot equity shares in the Rights Issue and as may be decided by the Board / Committee in its discretion and permitted under applicable laws and regulations, for an amount aggregating up to ₹ 2,00,00,00,000 (Two hundred crores rupees), on a rights basis, (**“Issue”**), through a letter of offer and/or such other documents/writings, and to list the Rights Equity Shares allotted pursuant to the Issue on BSE Limited and National Stock Exchange of India Limited, in such manner and on such terms and conditions as may be determined by the Board or Committee in its absolute discretion at the time of the Issue, including granting the right to the Eligible Equity Shareholders to whom the offer is made to renounce the Rights Equity Shares being offered in favour of any other person(s) and right to the persons to whom the Rights Equity Shares are being offered to apply for additional Rights Equity Shares,

and to decide, at its discretion, the proportion in which such additional Rights Equity Shares shall be allotted, subject however to applicable statutory and/or regulatory requirement.”

RESOLVED FURTHER THAT, for the purpose of giving effect to the Issue, the Board, be and is hereby authorized to issue and allot such number of Rights Equity Shares as may be required to be issued and allotted under the Issue referred to above or as may be necessary in accordance with the terms of the offering;

RESOLVED FURTHER THAT, the Rights Equity Shares shall rank *pari passu* in all respects with the then existing equity shares of the Company, including the right to receive dividend;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Rights Equity Shares may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevalent market practices in the capital markets and if the any portion of the Rights equity shares to be issued, if not subscribed, may be disposed of by the Board, in such manner and/or on such terms, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do such acts, deeds and things the Committee, in its absolute discretion deems necessary or desirable in connection with the issue of the Rights Equity Shares and to give effect to these resolutions;

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board or Committee or any designated officer of the Company in connection with the Issue be and are hereby conformed, approved and ratified.

RESOLVED FURTHER THAT the Company secretary be and is hereby authorized to give a certified copy of this resolution to such persons and/or authorities as may be necessary and they be requested to act thereon.”

For Geojit Financial Services Ltd

Liju K Johnson
Company Secretary