

CONSENT LETTER FROM INDEPENDENT CHARTERED ACCOUNTANT

To,
The Board of Directors
Geojit Financial Services Limited
11th Floor, 34/659-P, Civil
Line Road, Padivattom,
Kochi 682024, Kerala

Re: Proposed Rights Issue of equity shares of ₹ 1 (the "Equity Shares") by Geojit Financial Services Limited (the "Company" and such rights issuance of Equity Shares, the "Issue")

We, **Elias George & Co.**, Chartered Accountants, hereby give our consent to the inclusion of our name as Independent Chartered Accountant of the Company in the Letter of Offer ("LOF"), the Abridged Letter of Offer ("ALOF") and other related documents ("Offer Documents") of the Company to be filed with the Securities and Exchange Board of India ("SEBI") and the recognized stock exchanges i.e., BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). in relation to the Issue. We also give our consent for inclusion of matters contained in the following certificates issued by us:

- (i) Consent Letter from Independent Chartered Accountant
- (ii) Certificate for valid peer review certificate from Independent Chartered Accountant
- (iii) Certificate on Eligibility Criteria
- (iv) Certificate on Statement of Capitalisation
- (v) Certificate on Contingent liabilities & Commitments
- (vi) Certificate on Reservations, Qualifications and Adverse Remarks
- (vii) Statement of Financial Indebtedness
- (viii) Certificate of change in accounting policies
- (ix) Certificate of Loans and advances made by the company
- (x) Certificate on Outstanding Litigation
- (xi) Certificate on Remuneration paid to Directors, KMPs and SMPs
- (xii) Certificate on Related Party Transactions
- (xiii) Certificate on compliance of foreign exchange control laws vis-à-vis payable and receivables
- (xiv) Certificate on Corporate Governance
- (xv) Certificate on Insurance Coverage
- (xvi) Certificate on Material Developments
- (xvii) Certificate on Operational and key performance Indicator
- (xviii) Certificate on Material Subsidiary
- (xix) Certificate on Material Frauds
- (xx) Certificate on Rejection criteria under the SEBI general order, 2012
- (xxi) Certificate on Dividend Declaration
- (xxii) Certificate on Accounting Ratios
- (xxiii) Certificate on Delay, Default and Non-payment of Statutory Dues
- (xxiv) Certificate on Non applicability of the SEBI order, 2015
- (xxv) Certificate on Ex- Rights Price



The following information in relation to us may be disclosed:

Name: M/s. Elias George & Co,
Address: 38/1968A, EGC House, HIG Avenue,
West End, Gandhi Nagar,
Kochi - 682020
Tel.: +91 9746337930
Peer review certificate number: 013863
Firm Registration Number: 000801S
Email: vaibhav@egckochi.com
Contact Person: Vaibhav T Ved

We are not and have not been engaged or interested in the formation or promotion of the management of the Company.

We further consent to be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in relation to the above-mentioned financial information and our reports thereon.

We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

We also authorise you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, the recognized stock exchanges or any regulatory authorities as required by law.

This certificate is for information, and for inclusion, in full or part, in the Offer Documents and any other material prepared in connection with the Issue, and for the submission/ registration of this certificate as may be necessary, to any regulatory / statutory authority, recognized stock exchanges, any other authority as may be required and / or for the records to be maintained by the Lead Manager in connection with the Issue, and in accordance with applicable law, and for the purpose of any defense the Lead Manager may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

To the best of our knowledge and belief we confirm that the information herein is true, fair, correct, complete, accurate, not misleading and does not contain any untrue statement of a material fact nor omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading. This certificate may be relied on by the Company, Lead Manager, their affiliates and the legal counsel in relation to the Issue.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchanges. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized stock exchanges.

For Elias George & Co,
Chartered Accountants
Firm Reg. No.: 000801S

Vaibhav T. Ved
Partner
Membership No. 235912



Date: 30.09.2024
Place: Kochi

CC:

Lead Manager

DAM Capital Advisors Limited,
One BKC, Tower C, 15th Floor,
Unit no 1511, Bandra Kurla Complex,
Bandra (East), Mumbai 400051

Legal Counsel to the Company

AZB & Partners
AZB House, Peninsula
Corporate Park, Ganpatrao
Kadam Marg, Lower Parel,
Mumbai 400 013

Legal Counsel to the Lead Manager

Chandhiok & Mahajan, Advocates and Solicitors
C-524 Defence Colony,
New Delhi 110024