



## 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 the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification thereto or re-enactment made 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 said resolutions setting out the material facts 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. Sathesh 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 p.m. on Wednesday, 10<sup>th</sup> July, 2019**. Please note that any Postal Ballot Form(s) received after the prescribed period will be treated as not having been received.

The Company has engaged M/s. National Securities Depository Limited to provide e-voting facility. The e-voting facility is available from **Tuesday, 11<sup>th</sup> June, 2019 (9:00 a.m. IST onwards)** till **Wednesday, 10<sup>th</sup> July, 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.

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 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, along with the Scrutinizer’s Report on or before **Friday, 12<sup>th</sup> July, 2019** by or before 05:00 pm IST through the website of the Company viz; www.geojit.com. The results will also be communicated to the Stock Exchanges on which the equity shares of the Company are listed. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on **Wednesday, 10<sup>th</sup> July, 2019** i.e. the last day for receipt of duly completed Postal Ballot Forms and E-Voting.

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

#### **SPECIAL BUSINESS:**

**Item No. 1 – Re-appointment of Mr. R Bupathy (DIN: 00022911) as an Independent Director for a second term of consecutive five years.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended from time to time, Mr. R Bupathy (DIN: 00022911), who was appointed as an Independent Director of the Company for a term of five years up to 14<sup>th</sup> July, 2019, by the members at the 20<sup>th</sup> Annual General Meeting and pursuant to recommendation of Nomination And Remuneration Committee and in terms of Section 149 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act & Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of consecutive five years commencing from 15<sup>th</sup> July, 2019 up to 14<sup>th</sup> July, 2024, not liable to retire by rotation.”

**Item No. 2 – Re-appointment of Mr. Mahesh Madanlal Vyas (DIN: 00338749) as an Independent Director for a second term of consecutive five years.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended from time to time, Mr. Mahesh Madanlal Vyas (DIN: 00338749), who was appointed as an Independent Director of the Company for a term of five years up to 14<sup>th</sup> July, 2019, by the members at the 20<sup>th</sup> Annual General Meeting and pursuant to recommendation of Nomination And Remuneration Committee and in terms of Section 149 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act & Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of consecutive five years commencing from 15<sup>th</sup> July, 2019 up to 14<sup>th</sup> July, 2024, not liable to retire by rotation.”

By Order of the Board of Directors

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

GEOJIT FINANCIAL SERVICES LIMITED

Registered Office: 11<sup>th</sup> Floor, 34/659-P, Civil Line Road,  
Padivattom, Kochi – 682024, Kerala, India

Corporate Identity Number (CIN): L67120KL1994PLC008403

E mail – [mailus@geojit.com](mailto:mailus@geojit.com), Website: [www.geojit.com](http://www.geojit.com)

Phone: 0484-2901000, Fax : 0484-2979695

Place: Kochi

Date: 30.05.2019

**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. Brief profile and related information as required under Secretarial Standard- 2 and Regulation 36 of SEBI Listing Regulations are annexed hereunder.
3. 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, 31<sup>st</sup> May, 2019** i.e; the “cut-off date”. A person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purposes only.
4. 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. The Postal Ballot Notice is also available on the website of the Company at [www.geojit.com](http://www.geojit.com).

5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on **Friday, 31<sup>st</sup> May, 2019** i.e; the cut-off date.
6. In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (SEBI Listing Regulations) and 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.
7. 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.
8. The Board of Directors 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.
9. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the members at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on all working days except Saturday(s), Sunday(s) and National Holiday(s) till **Wednesday, 10<sup>th</sup> July, 2019**.
10. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. on **Wednesday, 10<sup>th</sup> July, 2019** to be eligible for being considered, failing which it will be treated as if no reply has been received from the member.
11. 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 **Friday, 12<sup>th</sup> July, 2019** by or before 05:00 pm IST. The results along with the Scrutinizers report will be displayed on the website of the Company [www.geojit.com](http://www.geojit.com) and shall be communicated to the Stock Exchanges i.e; the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE').
12. 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, 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore, Tamil Nadu- 641006 (Email: [info@skdc-consultants.com](mailto:info@skdc-consultants.com), Ph : 0422-4958995.)
13. 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.

#### **14. 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 Tuesday, 11<sup>th</sup> June, 2019 (9:00 am IST) and ends on Wednesday, 10<sup>th</sup> July, 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, 31<sup>st</sup> May, 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your ‘initial password’?
  - 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’.
  - 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:

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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?**

- 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.
- 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.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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](mailto:sathveeka001@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **15. 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 05.00 pm on **Wednesday, 10<sup>th</sup> July, 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](http://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

GEOJIT FINANCIAL SERVICES LIMITED

Registered Office: 11<sup>th</sup> Floor, 34/659-P, Civil Line Road,

Pativattom, Kochi – 682024, Kerala, India

Corporate Identity Number (CIN): L67120KL1994PLC008403

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Phone: 0484-2901000, Fax : 0484-2979695

Place: Kochi

Date: 30.05.2019

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

Mr. R Bupathy, a Graduate in Commerce and a Fellow Member of the Institute of Chartered Accountants of India is a Former President of Institute of Chartered Accountants of India and is on the Board of the Company since January 2006. Mr. R Bupathy is a Director of Jubilant Industries Limited, Jubilant Agri and Consumer Products Limited, Geojit Credits Private Limited and Geojit Technologies Private Limited.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 20th Annual General Meeting held on 15<sup>th</sup> July, 2014 approved the appointment of Mr. R Bupathy (DIN: 00022911), as an Independent Director of the Company for a period of five years up to 14<sup>th</sup> July, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, and 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. R Bupathy, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of consecutive five years from 15<sup>th</sup> July, 2019 up to 14<sup>th</sup> July, 2024, not liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the re-appointment of Mr. R Bupathy for the office of independent director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. R Bupathy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 to the effect that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations.

The Board evaluated the performance of Mr. R Bupathy based on qualification and experience, his understanding and knowledge of the Company & the industry etc. The Board observed that Mr. R Bupathy has independent views and judgment about the activities of the Company and effectively contributes to the Board.

In the opinion of the Board and based on the Board's evaluation, Mr. R Bupathy fulfills the conditions specified in the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations, for his re-appointment as an Independent Director and he is independent of the management.

Mr. R Bupathy is not related to any Directors or Key Managerial Personnel or Promoters of the Company.

The Board considers that it will be in the best interests of the Company to continue him as a Board member for further period of five years. Accordingly, the Board 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 Directors of the Company or the Key Managerial Persons of the Company or their respective relatives except Mr. R Bupathy is concerned or interested, financially or otherwise in the resolution as set out at Item No. 1 of the accompanying Postal Ballot Notice.

**Item No.2**

Mr. Mahesh Madanlal Vyas is the Managing Director and CEO of the Centre for Monitoring Indian Economy Pvt. Ltd (CMIE). CMIE provides economic and business information, analysis and forecasts. During over 35 years at the CMIE, he has steered the company through multiple transitions. He is the chief architect of CMIE's proprietary databases. Mr. Vyas created the Consumer Pyramids database by setting up the largest, fastest and technologically the most advanced household survey in India. He is on the Board of Geojit Financial Services Limited since July 2003.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 20th Annual General Meeting held on 15<sup>th</sup> July, 2014 approved the appointment of Mr. Mahesh Madanlal Vyas (DIN: 00338749) as an Independent Director of the Company for a period of five years up to 14<sup>th</sup> July, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, and 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mahesh Madanlal Vyas, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of consecutive five years from 15<sup>th</sup> July, 2019 up to 14<sup>th</sup> July, 2024, not liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the re-appointment of Mr. Mahesh Madanlal Vyas for the office of independent director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Mahesh Madanlal Vyas (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 to the effect that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013(iii) declaration to the effect that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations.

The Board evaluated the performance of Mr. Mahesh Madanlal Vyas based on his experience in the industry and understanding and knowledge of the Company. The Board observed that Mr. Vyas has independent views and judgment about the activities of the Company and effectively contributes to the Board.

In the opinion of the Board and based on the Board's evaluation, Mr. Mahesh Madanlal Vyas fulfills the conditions specified in the Companies Act, 2013, Rules made there under and SEBI Listing Regulations, for his re-appointment as an Independent Director and he is independent of the management.

Mr. Mahesh Madanlal Vyas is not related to any Directors or Key Managerial Personnel or Promoters of the Company.

The Board considers that continued association with Mr. Mahesh Madanlal Vyas would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly the Directors recommend the passing of the Resolution as set out at Item No. 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or the Key Managerial Persons of the Company or their respective relatives except Mr. Mahesh Madanlal Vyas is concerned or interested, financially or otherwise in the resolution as set out at Item No. 2 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: 11<sup>th</sup> Floor, 34/659-P, Civil Line Road,  
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Phone: 0484-2901000, Fax : 0484-2979695

Place: Kochi

Date: 30.05.2019

### Details of the Director seeking re-appointment

[Pursuant to Regulation 36 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standards on General Meetings (SS-2)]

Name of the Director	Mr. R Bupathy	Mr. Mahesh Madanlal Vyas
Date of Birth & Age	10.09.1951, 68 years	20.05.1957, 62 years
Nationality	Indian	Indian
Date of first Appointment on Board	05.01.2006	30.07.2003
Shareholding in Geojit Financial Services Ltd. (as on 31 March, 2019)	18,000	-
Brief profile, qualifications experience and expertise in specific functional area	Mr. R Bupathy, a Graduate in Commerce and a Fellow Member of the Institute of Chartered Accountants of India is a Former President of Institute of Chartered Accountants of India and is on the Board of the Company since January 2006. Mr. R Bupathy is a Director of Jubilant Industries Limited, Jubilant Agri and Consumer Products Limited, Geojit Credits Private Limited and Geojit Technologies Private Limited.	Mr. Mahesh Madanlal Vyas is the Managing Director and CEO of the Centre for Monitoring Indian Economy Pvt. Ltd (CMIE). CMIE provides economic and business information, analysis and forecasts. During over 35 years at the CMIE, he has steered the company through multiple transitions. He is the chief architect of CMIE's proprietary databases. Mr. Vyas created the Consumer Pyramids database by setting up the largest, fastest and technologically the most advanced household survey in India. He is on the Board of Geojit Financial Services Limited since July 2003.
Directorship in other Indian Companies	1. Jubilant Industries Limited 2. Jubilant Agri and Consumer Products Limited 3. Geojit Technologies Private Limited 4. Geojit Credits Private Limited 5. RBCO Consultancy Private Limited	1. Centre for Monitoring Indian Economy Private Limited 2. Soltrix India Private Limited
Chairman / Member of Committees of the Boards of Indian Companies including this Company of which he is a Director	1. Audit Committee a) Geojit Financial Services Limited - Chairman b) Jubilant Industries Limited - Chairman c) Geojit Credits Private Limited – Chairman 2. Nomination and Remuneration Committee a) Geojit Financial Services Limited b) Jubilant Industries Limited d) Geojit Credits Private Limited – Chairman 3. Corporate Social Responsibility Committee a) Geojit Technologies Private Limited	1. Audit Committee a) Geojit Financial Services Limited 2. Nomination and Remuneration Committee a) Geojit Financial Services Limited
Terms and Conditions of appointment or re-appointment along with remuneration and the last drawn remuneration	Appointed as Non Executive Independent Director, not liable to retire by rotation. He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings. Rs. 5,80,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2018-19	Appointed as Non Executive Independent Director, not liable to retire by rotation. He is not eligible for remuneration other than sitting fees for attending Board & Committee Meetings. Rs. 5,70,000/- was paid as sitting fees for attending Board & Committee Meetings in the FY 2018-19
The Number of Meetings of the Board attended during the year	7 out of 7 meetings for FY 2018-19	7 out of 7 meetings for FY 2018-19
Relationships with other Directors, Manager and other Key Managerial Personnel	None	None