

25th October, 2017

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,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Ph. No.022 22721233
Scrip Code : 532285

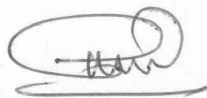
Dear Sir/Madam,

Sub : Postal Ballot Notice

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

1. Approval for alteration of Objects Clause in the Memorandum of Association of the Company
2. Approval for Increase in Authorised Capital and thereby amending the Memorandum of Association of the Company
3. a) Approval and implementation of Employee Stock Option Scheme - ESOS 2017.
(Employees of the Company)
b) Approval and implementation of Employee Stock Option Scheme - ESOS 2017.
[Employees of the Company's subsidiary(ies)]

Thanking you,
For **Geojit Financial Services Limited**



Liju K Johnson
Company Secretary





GEOJIT FINANCIAL SERVICES LIMITED

(Formerly known as Geojit BNP Paribas 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 resolutions mentioned below through Postal Ballot/E-Voting. The explanatory statement pertaining to the aforesaid resolutions 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 p.m. on Wednesday, November 22, 2017**. 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 **Tuesday , October 24, 2017 (9:00 a.m. IST onwards) till Wednesday November 22, 2017 (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 Friday, November 24, 2017 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 Company is listed. If the proposed resolutions are assented by requisite majority, it shall be deemed to have been duly passed on Wednesday, November 22, 2017 i.e. the last day for receipt of duly completed Postal Ballot Forms and E-Voting.

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 resolutions for the purpose as stated herein below are 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 inserting the following new sub-clause numbered as 1A under Part - A of Clause III, after the existing sub-clause 1:

‘1A. To carry on the business of commodities and commodity derivatives brokerage as brokers, sub-brokers, dealers and agents for clients as a member of various commodities and commodity derivatives exchanges and to provide various other services relating to commodities market.’

“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 Clause III (A) 1A of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

Item No. 2 –Increase in Authorised Capital and thereby amending the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 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, approval of the shareholders be and is hereby accorded for increasing the authorized share capital of the Company from Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Re.1/- (Rupee One) each to Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re.1/- (Rupee One) each by creating additional 5,00,00,000 (five crores) Equity Shares of Re. 1/- (Rupee One) each ranking *pari passu* with the existing shares of the Company,

RESOLVED FURTHER THAT, pursuant to provisions of Section 13 & other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, the existing Clause V of the Memorandum of Association of the Company be altered by deletion of the existing clause & by substitution thereof with the following:

V. The Authorised Share Capital of the Company is Rs.30,00,00,000 (Rupees Thirty Crores Only) divided into Rs.30,00,00,000 (Thirty Crores) equity shares of Re.1 (Rupee One only) each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with the power to increase and reduce the capital for the time being to several classes and to attach thereto respectively, such preferential, deferred, qualified and special rights, privileges and conditions as maybe determined by or in accordance with the Articles of Association of the Company for time being and to vary, modify or abrogate any such rights or withdraw any such rights, privileges and conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company in force.

Item No. 3 – Approval and implementation of Employee Stock Option Scheme - ESOS 2017 through direct route.

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

“RESOLVED THAT, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (hereinafter referred to as “SEBI Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as [“SEBI(LODR) Regulations], including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, pursuant to approval of the Board and recommendation of Nomination and Remuneration Committee and subject to 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 and sanctions, and subject to approval of the Members for the resolution as set out at Item No. 2 of this Notice, the consent and approval of the Company be and are hereby accorded to the Employee Stock Option Scheme 2017 (hereinafter referred to as “ESOS 2017”) and to the Board of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to create, offer, grant and allot at any time to or to the benefit of such person(s), who are in permanent employment of the Company, including any Whole-

time Director of the Company, as identified by the Nomination and Remuneration Committee, except those who are promoter or belonging to the promoter group and a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, options exercisable into not more than 47,10,888 ('Forty Seven Lakhs Ten Thousand Eight Hundred and Eighty Eight') equity shares of the Company under Employee Stock Options Scheme ('ESOS 2017'), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued there under by the relevant Regulatory Authority(ies); giving the right but not obligation to the holder, to subscribe for cash on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant authority, each option would be exercisable for one equity share of a face value of Re.1/- (Rupee One Only) each fully paid-up on payment of the requisite exercise price to the Company, the salient features of which are detailed in explanatory statement attached hereto under Item No. 3 of the accompanying Notice;

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 47,10,888 equity shares shall be deemed to be increased to the extent of such additional equity shares issued;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank paripassu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT, in case the equity shares of the Company are consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- per equity share bears 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 allottees;

RESOLVED FURTHER THAT, for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the scheme and to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Regulations and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the scheme on the Stock Exchanges as per the provisions of the SEBI (LODR) Regulations with the Stock Exchanges concerned, the SEBI Regulations and other applicable laws and regulations;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents as may be necessary in this regard."

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

"RESOLVED THAT, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (hereinafter referred to as "SEBI Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Regulations], including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, pursuant to approval of the Board and recommendation of Nomination and Remuneration Committee and subject to 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 and sanctions, and subject to approval of the Members for the resolution as set out at Item No. 2 of this Notice, the consent and approval of the Company be and are hereby accorded respectively to the Employee Stock Option Scheme 2017 (hereinafter referred to as "ESOS 2017") and to the Board of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to create, offer, grant and allot at any time to or to the benefit of such person(s), who are in permanent employment of the Subsidiary Company(s) including any Whole-time Director of the such Subsidiary(ies), as identified by Nomination and Remuneration Committee, except those who are promoter or belonging to the promoter group and a director who either himself or through

his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, options exercisable into not more than 47,10,888 ('Forty Seven Lakhs Ten Thousand Eight Hundred and Eighty Eight') equity shares of the Company under Employee Stock Options Scheme ('ESOS 2017'), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one equity share of a face value of Re.1/- (Re. One Only) each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 47,10,888 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank paripassu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- per equity share bears 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 allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the scheme and to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the scheme on the Stock Exchanges as per the provisions of the Listing Agreement with the Stock Exchanges concerned, the SEBI Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents as may be necessary in this regard."

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, 09.10. 2017

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed resolutions 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, October 13, 2017 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, October 13, 2017 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 September 26, 2017 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 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, November 22, 2017.
9. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Wednesday, November 22, 2017 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 Friday, November 24, 2017. 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 Tuesday, October 24, 2017 (9:00 am IST) and ends on Wednesday, November 22, 2017 (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, October 13, 2017**, 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 instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depositories):
- Open email and open PDF file viz.; “Geojit remote e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - Click on Shareholder – Login.
 - If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
 - If you are logging in for the first time, please enter the User ID and Password provided in the PDF file attached with the e-mail as initial password.
 - Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Once the e-voting home page opens, click on e-voting - Active Voting Cycles.
 - Select “EVEN” (e-voting Event Number) of Geojit Financial Services Limited (the number provided in this document). Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - Upon confirmation, the message “Vote cast successfully” will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to sathveeka001@gmail.com with a copy marked to evoting@nsdl.co.in.
 - In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the ‘Downloads’ section of www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Postal Ballot (for members whose e-mail IDs are not registered with the Company/Depositories):
- Initial password is provided at the bottom of the postal ballot form : EVEN (e -voting Event Number), USER ID, PASSWORD.
 - Please follow all steps from Sr. No. (ii) to Sr. No. (xiii) above, to cast vote.
- C. Other Instructions
- The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date of Friday, October 13, 2017**.
 - The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.geojit.com and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to National Stock Exchange of India Limited and BSE Limited.

14. Voting Through Physical Postal Ballot Form

- 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.
- 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 5.00 pm on Wednesday, November 22, 2017.

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

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, 09.10. 2017

Item No.1

The resolutions 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 inclusion of a new sub Clause No. (1A) after the existing sub Clause No. 1. The Board of Directors of the Company is of the view that considering the opportunities available in the area of Commodity segment, the Company should enter into these businesses which can offer significant growth potential to the Company. To enable the Company to offer broking services in Commodity segment it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 1A after the existing sub-clause III (A) 1 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 during normal business hours on all working days upto the last date of receipt of postal ballot form by scrutnizer.

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, are 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

The present authorized share capital of the Company is Rs. 25,00,00,000/- divided into 25,00,00,000 equity Shares of Re. 1/- each. The present paid-up share capital of the Company is Rs. 23,71,70,638/-. At present the balance unsubscribed capital remaining in authorised capital of the Company is not sufficient enough for introducing the proposed ESOS 2017. It is accordingly proposed to enhance the authorized share capital to Rs. 30,00,00,000/-divided into 30,00,00,000 equity Shares of Re. 1/- each, subject to approval of the Shareholders of the Company.

The Board accordingly recommends the resolution set out in Item No.2 for approval by the members of the Company as an Ordinary Resolution.

The draft Memorandum of Association depicting above proposed changes is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the last date of receipt of postal ballot form by scrutnizer.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, interested or concerned, financially or otherwise, in the proposed special resolution, as set out in Item No. 2 of the accompanying Postal Ballot Notice.

Item No. 3(a)& (b)

The Company has formulated an Employee Stock Option Scheme (ESOS 2017) in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended. Employee Stock Option is considered as one of the best tools of employee compensation and an effective method for attracting, rewarding, motivating and retaining the best talents in the industry. With an intention to help the employee to create wealth in line with the growth of the Company, your Directors on recommendation of Nomination and Remuneration Committee in their meeting held on September 26, 2017 decided to implement Employee Stock Option Scheme in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014.

The terms and conditions under which the stock options will be issued under the ESOS 2017 to the eligible employees as defined by the Nomination and Remuneration Committee are set out below:

1. Brief description of the Scheme

The Scheme shall be called as the 'Employee Stock Option Scheme 2017' and shall extend its benefits to the present and/or future permanent employees of the Company and its Subsidiaries, in accordance with the applicable laws. The scheme will be implemented through Direct Route which involves issue of new shares by the Company for the purpose of extending the benefits of the scheme to the employees.

2. Total number of options to be granted

The aggregate number of options to be granted to existing or future permanent employees of the Company or its subsidiary (ies) under the ESOS 2017 shall not be more than 47,10,888 stock options (Forty Seven Lakh Ten Thousand Eight Hundred and Eighty Eight Stock Options). Each option when exercised would be converted into one equity share of Re. 1 /- each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

SEBI guidelines require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 47,10,888 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Employee Stock Option Scheme(s)

All existing or future permanent employees as identified by the Nomination and Remuneration Committee, of the Company and its subsidiary company (ies), whether working in or outside India, including the Directors but excluding Independent Directors, promoters and promoter group of the Company and a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, as may be decided by the Nomination & Remuneration Committee from time to time, would be entitled to be granted stock options under the ESOS 2017.

4. Transferability of employee stock options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred/vest to his legal heirs or nominees.

5. Requirements of vesting and period of vesting

The Options granted shall vest so long as the employee continues to be in the employment of the Company. The Nomination & Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest and also the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The options would vest not earlier than one year and not later than five years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Nomination & Remuneration Committee, subject to the minimum vesting period of one year from the date of grant of options. The requirements of vesting and period of vesting shall be mentioned in the grant letter. The employee(s) cannot exercise his/her right during the vesting period.

6. Exercise Price

The equity shares would be issued at a market price, which would be the latest available closing price on the stock exchanges, which records highest trading volumes in the Company's equity shares on the date prior to the date of the meeting of the Board/Committee at such price as the Board /Committee may determine at the time of grant of option(s) in accordance with the applicable guidelines.

7. Exercise Period and the process of Exercise

The exercise period would commence from the date of vesting and will expire not later than four years from the date of vesting of options.

The options will be exercisable by the employees by a written application or such other mode as may be prescribed by the Nomination & Remuneration Committee, to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Committee from time to time. The options will lapse if not exercised within the specified exercise period.

8. Appraisal Process for determining the eligibility of the employees to ESOS

The appraisal process for determining the eligibility of the employee will be specified by the Nomination & Remuneration Committee, and will be based on criteria such as role / designation / grade of the employee, performance record, future potential of the employee and/or such other criteria that may be determined by the Nomination & Remuneration Committee at its sole discretion.

9. Maximum number of options to be issued per employee and in aggregate

The number of options that may be granted to any specific employee under the Scheme(s) shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options. Maximum number of stock options to be granted in aggregate is 47,10,888.

10. The Maximum quantum of benefits to be provided per employee under the Scheme

The maximum quantum of benefit that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the company and the value of company's share on the stock exchange on the date of exercise of options.

11. Disclosure and Accounting Policies

The Company will conform to the accounting policies prescribed under Regulation 15 of the SEBI (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

12. Method of option valuation

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method for valuation of the options granted. In case the Company calculates the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

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, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

As the employee stock option schemes provide for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Act and as per applicable SEBI Regulations.

A copy of the Draft Scheme ESOS 2017 shall be open for inspection by the Members at the Registered Office of the Company during business hours on any working day upto the last date of receipt of postal ballot form by scrutinizer.

The options to be granted under the Scheme shall not be treated as an offer or an invitation made to public for subscription in the securities of the Company.

The Board accordingly recommends the Resolutions set out in Item No. 3(a) & (b) for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions, except to the extent of the securities that may be offered to them under the ESOS 2017.

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, 09.10. 2017

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**GEOJIT FINANCIAL SERVICES LIMITED**

(CIN: L67120KL1994PLC008403)

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POSTAL BALLOT FORM

Sr. No :

Sr. No.	Particulars required	Details
1	Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)	
2	Registered address of the sole / first named shareholder	
3	Registered folio No. (for those holding physical shares) DP ID No. and Client ID No. (for those holding shares in dematerialised form)	
4	Number of shares held	

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

(Tick in both boxes will render the ballot invalid)

Sr. No.	Description	No. of Shares	FOR I/We assent to the resolution	AGAINST I/We assent to the resolution
1.	Approval for alteration of Objects Clause in the Memorandum of Association of the Company			
2.	Approval for Increase in Authorised Capital and thereby amending the Memorandum of Association of the Company			
3.	a) Approval and implementation of Employee Stock Option Scheme - ESOS 2017. (Employees of the Company) b) Approval and implementation of Employee Stock Option Scheme - ESOS 2017. [Employees of the Company's subsidiary(ies)]			

Place : Kochi

Date :

(Signature of the shareholder/beneficial owner/ power of attorney holder/authorized representative)

LAST DATE FOR RECEIPT OF POSTAL BALLOT FORM: 22nd day of November 2017

The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-voting is optional.

ELECTRONIC VOTING PARTICULARS		
EVEN (e-voting event number)	User ID	Password

Note : Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

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. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on October 13, 2017 ie; the cut-off date.
3. The Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote. E-voting is optional. The detailed procedure for e-voting is provided under Note 13 of Postal Ballot Notice.
4. Kindly note that members can opt for only one mode of voting ie; 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.
5. The duly completed Postal Ballot Form should reach the Scrutinizer at Mr. Satheesh Kumar N, Practicing Company Secretary, Krishna Apartments, Bldg. No. 55/1682, 2nd Floor, M G Road, Ravipuram, Kochi - 682016, not later than 5 p.m. on Wednesday, November 22, 2017 to be eligible for being considered, failing which it will be treated as if no reply has been received from the member.
6. 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.
7. 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.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.

Additionally, please note that the Postal Ballot Forms shall be considered invalid if:

- i. A form other than one issued by the Company has been used;
 - ii. Signature on the postal ballot form doesn't match the specimen signatures with the company
 - iii. It is not possible to determine without any doubt the assent or dissent of the member;
 - iv. Neither assent or dissent is mentioned;
 - v. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - vi. It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - vii. The envelope containing the postal ballot form is received after the last date prescribed
 - viii. The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
9. For any queries in relation to voting through Postal Ballot or e-voting, members may contact Registrar and Transfer Agent (RTA) ie; 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 - 6549995)
 - B. In case a member receives physical copy of the Postal Ballot (for members whose e-mail IDs are not registered with the Company/Depositories):
 - i. Initial password is provided at the bottom of enclosed attendance slip: EVEN (e -voting Event Number), USER ID, PASSWORD.