



Your success is our success

**EMKAY GLOBAL FINANCIAL SERVICES LIMITED**

**CIN No. L67120MH1995PLC084899**

**Registered Office:** The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028

**Website:** [www.emkayglobal.com](http://www.emkayglobal.com) **Tel:** 022-66121212 **Fax:** 022-66121299 **Email:** [secretarial@emkayglobal.com](mailto:secretarial@emkayglobal.com)

## AGM NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Emkay Global Financial Services Limited ("the Company") will be held on Thursday, 10th August, 2023 at 4.30 pm through Video conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31st March 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on equity shares of the Company for the Financial Year ended 31st March, 2023.
3. To appoint a director in place of Mr. S. K. Saboo (DIN-00373201), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 ("the Act") and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. S.K. Saboo (DIN 00373201), aged 80 years be and is hereby appointed as a Non-Executive Non-Independent Director liable to retire by rotation".

### SPECIAL BUSINESS:

#### 4. Re-appointment of Dr. Bharat Kumar Singh (DIN-00274435) as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, Dr. Bharat Kumar Singh (DIN - 00274435), aged 77 years who was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 14th August, 2018 upto 13th August, 2023 by the members of the Company and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company

has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 14th August, 2023 up to 13th August, 2028, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as may be required to give effect to this resolution."

**Registered Office:**

The Ruby, 7th Floor,  
Senapati Bapat Marg,  
Dadar (West), Mumbai – 400028

Place : Mumbai

Date : 15th May, 2023

By Order of the Board of Directors  
**For Emkay Global Financial Services Limited**

**B. M. Raul**  
Company Secretary & Compliance Officer

## NOTES FOR MEMBERS' ATTENTION:

1. Pursuant to General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs in continuation to its General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2022 dated 5th May, 2022 (MCA Circulars) in relation to holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted holding of the Annual General meeting (AGM) through VC/OAVM without the physical presence of the Members at a common venue and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 29th Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be the Registered Office of the Company.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 29th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.  
  
Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 29th AGM and Annual Report for the financial year 2022-2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
  - A. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: [secretarial@emkayglobal.com](mailto:secretarial@emkayglobal.com)
  - B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. The Explanatory Business Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Business / Special Business under Item nos. 3 to 4 set above and the details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re- appointment at this Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act will not be available for the 29th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution/ authorization letter to the Company at [secretarial@emkayglobal.com](mailto:secretarial@emkayglobal.com) or upload on the VC portal/ e-voting portal.
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [emkayagm.speakers@emkayglobal.com](mailto:emkayagm.speakers@emkayglobal.com) up to 3rd August, 2023 (5:00 p.m. IST). Those

Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries may send their queries 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [emkayagm.speakers@emkayglobal.com](mailto:emkayagm.speakers@emkayglobal.com). These queries will be replied by company suitably by mail.

9. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the financial year 2022-2023 will also be available on the Company's website [www.emkayglobal.com](http://www.emkayglobal.com) for their download. The same shall also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com>. Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the 29th AGM along with the Annual Report for financial year 2022-2023 is being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/ the Registrar and Transfer Agent.
10. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically open for inspection by the members on the website of the Company at [https://www.emkayglobal.com/investor relations/Information to the Shareholders/annual general meeting during the time of Annual General Meeting](https://www.emkayglobal.com/investor%20relations/Information%20to%20the%20Shareholders/annual%20general%20meeting).
11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 4th August 2023 to Thursday, 10th August 2023 (both days inclusive).
12. Dividend - The final dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of the shares as on Thursday, 3rd August 2023 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on 3rd August 2023.
13. Bank Account Details - Regulation 12 and schedule I of SEBI (LODR) Regulations, 2015 requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
14. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/ Registrar & Share Transfer Agents quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
15. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
16. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company at least seven days in advance of the meeting through email to [secretarial@emkayglobal.com](mailto:secretarial@emkayglobal.com).
17. Nomination: Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participant.
18. Share Transfer permitted only in Demat: As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019. In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to convert physical shares held by them into demat form.
19. Unclaimed/ Unpaid Dividend: Pursuant to the provisions of Section 124 and 125 of the Act, the Company has transferred on due dates, the unpaid or unclaimed dividends for the financial year up to 2015-2016 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company. Members who have not yet encashed dividend for all subsequent years must claim the same as early as possible failing which it would be transferred to IEPF as per the dates mentioned herein below. In terms of Section 125 of the Companies Act, 2013, no claim shall lie against the Company after the said transfer. It is in the shareholders' interest to claim any unclaimed dividends and for future, opt for Electronic Clearing Services, so that dividends paid by the Company are credited to the investor's bank account on time. The details of dividend due to be transferred to IEPF are given below

Financial Year	Seven Years expiring on	Transfer to IEPF Account on or before
2016-2017	14.09.2024	13.10.2024
2017-2018	18.09.2025	17.10.2025
2018-2019	12.09.2026	11.10.2026
2020-2021	12.09.2028	11.10.2028
2021-2022	11.09.2029	10.10.2029

**Note:** No Dividend was declared for the Financial Year 2019-2020, hence provisions relating to transfer of unpaid unclaimed dividend to IEPF are not applicable.

### **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account**

Pursuant to the provisions of section 124(6) of the Act, read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more as provided under subsection (5) of Section 124 are required to be transferred to the special Demat Account opened by IEPF Authority.

All the shareholders who have not claimed their unpaid dividend are requested to claim their unclaimed dividends, otherwise the unclaimed dividend and such shares will be transferred to IEPF account by the respective due dates.

Members are requested to contact M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company, for claiming the dividend for the aforesaid years. The details of the unclaimed dividends of the aforesaid years are available on the Company's website at [www.emkayglobal.com](http://www.emkayglobal.com) and also on website of Ministry of Corporate affairs at [www.mca.gov.in](http://www.mca.gov.in).

Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

20. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent - M/s. Link Intime India Private Limited
21. **Green Initiative:** The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same by post with M/s. Link Intime India Private Limited. Members holding shares in electronic form are requested to register their email addresses with their Depository Participants only. Even after registering for E-communication, the shareholders of the Company are entitled to receive such communication in physical form, upon request.
22. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. Members, who have not registered their email address so far, are requested to register their email IDs for receiving all communications including Annual Report, Notices etc., from the Company electronically.
23. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the financial year 2022-2023 will also be available on the Company's website [www.emkayglobal.com/investor-relations](http://www.emkayglobal.com/investor-relations).
24. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to the Notice.

## 25. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has appointed Mr. P. N. Parikh (Membership No. FCS 327) and failing him Mr. Mitesh Dhaliwala (Membership no. FCS 8331) and failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai as the Scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Act and the relevant Rules, the Company has fixed 3rd August 2023 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. on Thursday, 3rd August, 2023 only.

### (A) THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 7th August, 2023 at 9.00 a.m. and ends on 9th August, 2023 at 5.00.p.m During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date (record date) of 3rd August 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India.

This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting

facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **Emkay Global Financial Services Limited** on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [cs@parikhassociates.com](mailto:cs@parikhassociates.com) and to the company at the email address [secreterial@emkayglobal.com](mailto:secreterial@emkayglobal.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(B) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**(C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS/ MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [secretarial@emkayglobal.com](mailto:secretarial@emkayglobal.com) and/or M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
2. For Demat shareholders - **Please update your email id & mobile no. with your respective Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

26. The voting rights of members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date of 3rd August, 2023.
27. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 3rd August, 2023, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
28. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
29. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
30. The Scrutiniser shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The Results shall be declared within 48 hours after the conclusion of the Annual General Meeting. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

## **EXPLANATORY STATEMENT**

### **Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 3**

As per Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 as amended, no listed Company shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification for appointing such person are indicated in the explanatory statement annexed to the Notice for such appointment / continuation of directorship.

Mr. S. K. Saboo (DIN: 00373201), who was re-appointed as a Non-executive Director at the 27th Annual General Meeting of the Company held on 6th August 2021, will be retiring by rotation at the ensuing Annual General Meeting.

Mr. S. K. Saboo (DIN: 00373201), aged 80 years (Date of Birth: 5th November 1942) has been associated with the Company as Non-Executive Director since 1995. Mr. S. K. Saboo has more than 55 years of management experience and presently he is the Group Advisor (Chairman's Office) for Aditya Birla Group, one of the premier business groups of India. He has contributed actively in the progress of the Company.

Brief profile of Mr. S. K. Saboo, Non-Executive Director is provided at the end of this Notice and in the Corporate Governance Report.

The Board of Directors recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members.

Mr. S. K. Saboo is interested in the resolution set out at Item No. 3 of the Notice. Mr. Krishna Kumar Karwa, Managing Director being related to Mr. S. K. Saboo may be deemed to be interested in the said resolution. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

#### **Item No. 4**

Dr. Bharat Kumar Singh (DIN - 00274435), was appointed as Non-Executive Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act"), read with Companies (Appointment and Qualification of Directors) Rules, 2014 in the 24th Annual General Meeting held on 14th August, 2018 for a term of five years with effect from 14th August, 2018 up to 13th August, 2023. ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

Pursuant to provisions of section 149 of the Act, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by Amendment Regulations, 2018, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a company but shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

The Nomination, Remuneration & Compensation Committee at its Meeting held on 15th May, 2023 after taking into account the performance evaluation of Dr. Bharat Kumar Singh as an Independent Director, during his first term of five years and considering the knowledge, acumen, expertise and experience and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of Dr. Bharat Kumar Singh as an Independent Director would be in the interest of the Company. Based on the above, the Board of Directors at its Board meeting held on 15th May, 2023 has re-appointed Dr. Bharat Kumar Singh as an Independent Director of the Company subject to approval of the shareholders at the ensuing Annual General Meeting, for the second term of five years with effect from 14th August, 2023 up to 13th August, 2028.

Dr. Bharat Kumar Singh has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, he has made online registration with the Indian Institute of Corporate Affairs for inclusion of his name in the Independent Director Data bank. His Registration No. is IDDB-DI-202006-027831 and he is eligible for re-appointment as an Independent Director of the Company.

The Nomination, Remuneration & Compensation Committee and the Board has recommended the re-appointment of Dr. Bharat Kumar Singh as an Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 14th August, 2023 up to 13th August, 2028 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Dr. Bharat Kumar Singh for his re-appointment to the office of Independent Director. Brief profile of Dr. Bharat Kumar Singh is as under:

Dr. Bharat Kumar Singh joined the Board of Directors of the Company on 29th January, 2018. He was appointed as an Independent Director of the company for his first term of 5 years at the 24th Annual General Meeting held on 14th August, 2018. Presently, Dr. Bharat Kumar Singh is the member of the Audit Committee of the Board of Directors of the Company.

Dr. Bharat Kumar Singh is B.E (Mech), MBA(IIM-C), Ph.D. (Mumbai Univ. (JBIMS) and associated with the company since 29th January, 2018. He is on the Board of Aadhyathma Management Private Ltd., Emkay Wealth Advisory Limited and Emkay Comtrade Limited.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Dr. Bharat Kumar Singh fulfils the conditions specified in the Act, and rules made there under and SEBI (LODR) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office/ Administrative Office of the Company during business hours on any working day and is also available on the website of the Company i.e. [www.emkayglobal.com](http://www.emkayglobal.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Bharat Kumar Singh as an Independent Director. Accordingly, the Board recommends the special resolution in relation to re-appointment of Dr. Bharat Kumar Singh as an Independent Director for second term of five years for approval of the Members as set out at item No. 4 of the Notice. Brief profile of Dr. Bharat Kumar Singh in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is provided at the end of this Notice and in the Corporate Governance Report.

Except Dr. Bharat Kumar Singh being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way, may be deemed to be concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

**Registered Office:**

The Ruby, 7th Floor,  
Senapati Bapat Marg,  
Dadar (West), Mumbai – 400028

By Order of the Board of Directors  
**For Emkay Global Financial Services Limited**

Place : Mumbai  
Date : 15th May, 2023

**B. M. Raul**  
Company Secretary & Compliance Officer

### ANNEXURE I TO ITEM NO. 3 & 4 OF THE NOTICE

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Sr. No.	Name of the Director	Mr. Sushil Kumar Saboo	Dr. Bharat Kumar Singh
1	DIN	00373201	00274435
2	Age & Date of Birth	80 Yrs (DOB 05/11/1942)	76 Yrs (DOB 23/07/1946)
3	Date of first appointment on Board	15.10.1995	29.01.2018
4	Brief resume including qualification and experience (i) Qualification  (ii) Experience	(i) B.Com  (ii) More than 55 years of experience in the field of Management.	(i) B.E (Mech), MBA(IIM-C), Ph. D (Mumbai Univ. JBIMS)  (ii) He has a well-rounded experience of 46 years out of which 14 years were spent in two large MNCs (ITC & Sandoz Group) and 32 years in Indian Houses (RPG & Aditya Birla Group) in senior capacity. He has a wide experience in acquiring knowledge of business space, Restructuring, Reorganizing and building relationships with the relevant Institutions
5	Expertise in specific functional areas	Rich and vast experience in the field of Management.	Rich experience in acquiring knowledge of business space, Restructuring, Reorganizing and building relationships with the relevant Institutions.
6	Other Directorships (as on May 15, 2023)	1. Indophil Textile Mills Inc; Philippines 2. Satnam Apartments Limited 3. Industry House Limited 4. Nandita Advisors Private Limited	(i) Aadhyathma Management Pvt. Limited, (ii) Emkay Wealth Advisory Limited and (iii) Emkay Commotrade Limited.
7	Chairmanship/ Membership of Committees in Companies in which position of Director is held (as on May 15, 2023)	Chairperson/ Member - Nil	Chairperson Nil Member - Nil
8	Listed entities from which the Director has resigned in the past three years	Nil	Nil
9	Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Mr. Krishna Kumar Karwa Managing Director – Son in Law	None
10	No. of equity shares held in the Company (as on May 15, 2023)	Nil	Nil
11	No. of board meetings attended during the financial year (FY2022-23)	4 out of 4	4 out of 4
12	Terms and conditions of appointment including remuneration	Appointed as a Non-executive Non-Independent Director, retiring by rotation. As a director, he will be entitled to a sitting fee of Rs. 10,000 for each meeting of the Board and each meeting of the NRC Committee attended by him.	As an Independent Director, he will be entitled to a sitting fee of Rs. 10,000 for each meeting of the Board and each meeting of the Audit Committee attended by him and meeting of the NRC Committee as and when he will be appointed as member of the Committee.

## NOTES





Your success is our success

[www.emkayglobal.com](http://www.emkayglobal.com)