



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 T: 022-66121212 Fax:022-66121299 Email: grievance@emkayglobal.com

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 that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force), and any other applicable laws and regulations, the resolution appended below are proposed to be passed by the Members as Special Resolution by way of Postal Ballot / electronic voting (e-voting). The proposed resolution along with the statement setting out the material facts thereto are given hereunder. A Postal Ballot Form is also annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practising Company Secretaries to act as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and on the Postal Ballot Form (annexed hereto) and follow the same for voting. Members opting to vote through physical mode i.e. dispatching the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the Form enclosed herewith and return the same duly completed by recording their assent (for) or dissent (against) and signing at the designated place in the Form and return the same in original in the enclosed self addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before close of the business hours i.e. 5.00 p.m. on **Wednesday, 26th December, 2018** being the last date for receipt of Postal Ballot Forms. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

Electronic Voting (e-voting) : In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time ("the Act") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations), the Company is pleased to provide an e-voting facility as an alternate option to its members, which would enable them to cast their votes electronically, instead of dispatching physical Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes. For this purpose, the Company has engaged the services of Central Depository Services (India) Ltd ("CDSL") to provide e-voting facility to the members of the Company. Detailed instructions to use the facility are given separately.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. Reference to Postal Ballot wherever appearing in the notice shall include votes cast through & e-voting. Upon completion of the scrutiny of the postal ballot Forms and vote cast through remote e-voting the Scrutinizer will submit his report to the Chairman/ Managing Director of the Company.

ITEM NO.1

CONTINUATION OF MR. S. K. SABOO (DIN 00373201) AS NON-EXECUTIVE DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018 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), consent of the members of the Company be and is hereby accorded for continuation of Mr. S.K. Saboo (DIN 00373201), as a Non-Executive Director liable to retire by rotation, aged 75 years, who was appointed as Director retiring by rotation at the Annual General Meeting of the Company held on 11th August, 2017, to hold office for his remaining term of office with effect from 1st April, 2019 till the time he retires by rotation”.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

B. M. Raul
Company Secretary & Compliance Officer

Date: 5th November, 2018

Place: Mumbai

Encl: 1) Postal Ballot Form
2) Prepaid Envelope

Notes for members'Attention

1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('The Act'), for the proposed special resolution is annexed hereto and forms part of this Notice.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Friday, 16th November, 2018**. Accordingly, the members whose names appear on the Register of Members / List of Beneficial Owners (received from NSDL and CDSL) as on the close of business hours on **Friday, 16th November, 2018** will be considered for the purpose of voting. A person who is not a member on the aforesaid date should treat this notice for information purpose only.
3. 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”, Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Electronic copy of the Notice of the Postal Ballot 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 Participants(s) (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email ID, physical copies of the Notice of the Postal Ballot of the Company inter alia indicating the process and manner of e-voting is being sent in the permitted mode. 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.

4. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website i.e. www.emkayglobal.com.
5. 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 votes 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.
6. The Board of Directors at its meeting held on 30th October, 2018 has appointed Mr. P.N. Parikh (Membership No. FCS 327), or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331), of Parikh & Associates, Practising Company Secretaries, Mumbai to act as the Scrutinizer for conducting the Postal Ballot /E-voting process in a fair and transparent manner.
7. All documents referred to in this Postal Ballot Notice and 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 Public Holiday(s)) from the date of dispatch of the Notice till **Wednesday, 26th December, 2018**.
8. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on **Wednesday, 26th December, 2018** to be eligible for being considered, failing which it will be treated as if no reply has been received from the member.
9. 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. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai-400 083 (Email: .helpdesk@linkintime.co.in).
10. Resolution passed by the members through Postal Ballot /e-voting are deemed to have been passed as if it has been passed at a General Meeting of the Members.
11. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms/e-voting i.e **Wednesday, 26th December, 2018**.

Voting Through Postal Ballot Form

- i. Members desiring to exercise their vote by physical ballot are requested to carefully read the instructions printed on the Postal Ballot form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 p.m.) on **Wednesday, 26th December, 2018** failing which, it will be strictly considered that no reply has been received from the member. The postage on self-addressed envelope will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered / speed post at the expense of the members will also be accepted.
- ii. In case a member is desirous of obtaining duplicate postal ballot form, he or she may request for the same to the Company/Link Intime India Private Limited (Registrar and Share Transfer Agent). The Company/Registrar and Share Transfer Agent of the Company shall forward the same to such members.
- iii. A member cannot exercise his/her vote by proxy on postal ballot
- iv. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
- v. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.

Voting through electronic means:

The Company has provided 'remote e-voting' facility through Central Depository Services (India) Limited (CDSL) as an alternative to voting through physical postal ballot, for all members of the company to enable them to cast their votes electronically, on the resolution mentioned in the notice of the Postal Ballot (the Postal Ballot Notice).

The Company has appointed Mr. P.N. Parikh (Membership No. FCS 327), or failing him Mr. Mitesh Dhablewala (Membership No. FCS 8331), of M/s Parikh & Associates, Practising Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed **Friday, 16th November, 2018** as the 'Cut-off Date'. The remote e-voting / e-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 **Friday, 16th November, 2018** only.

A. The instructions for shareholder e-voting electronically are as under:

- (i) The voting period begins on **Tuesday, 27th November, 2018 at 9.30 a.m. and ends on Wednesday, 26th December, 2018 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 of **Friday, 16th November, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN for Emkay Global Financial Services limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click hereto print option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non- Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 16th November, 2018**.
13. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Friday, 16th November, 2018**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
14. 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 through physical Postal Ballot.

15. The Scrutinizer shall after the conclusion of voting 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 voting process, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/Managing Director of the Company, who shall countersign the same and declare the result of the voting on **Thursday, 27th December, 2018 at 2.00 p.m** at the registered office of the Company.
16. The result declared along with the report of the scrutinizer will be displayed on the notice board of the Company and shall be placed on the website of the Company at www.emkayglobal.com and also on the website of CDSL. The result shall also be communicated to BSE Ltd. and National Stock Exchange of India Ltd.

ANNEXURE TO THE NOTICE

Statement setting out material facts on the Resolution mentioned under Item No. 1 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

ITEM No.1

Securities and Exchange Board of India (SEBI) has vide its Notification No. SEBI/LAD-NRO/ GN/2018/10 dated May 09, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") amending various Regulations in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations"). As per Regulation 17(1A) of the SEBI (LODR) Regulations, with effect from 1st April, 2019, no listed Company shall appoint 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 thereof is indicated in the explanatory statement annexed to the Notice for such appointment/continuation.

In view of the above amendment to Regulation 17, Mr. S. K. Saboo Non-Executive Director who has already completed 75 years of age cannot continue as Director w.e.f. 1st April, 2019 unless a special resolution is passed by the members of the Company to that effect.

Mr. S. K. Saboo (DIN: 00373201), aged 75 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 50 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 Postal Ballot Notice.

Mr. S. K. Saboo is interested in the resolution set out at Item No. 1 of the Postal Ballot 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. 1 of the Postal Ballot Notice.

The Board of Directors recommends the Special Resolution as set out at Item No. 1 of the Notice for approval of the Members.

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

B. M. Raul
Company Secretary & Compliance Officer

Date: 5th November, 2018
Place: Mumbai

Profile of the Director

Name of Director	Mr. S. K. Saboo
DIN	00373201
Date of Birth	5 th November, 1942
Age	76 years
Date of Appointment	15 th September, 1995
Experience in Specified Functional Area	Rich and vast experience of over 50 years in the field of Management.
Percentage of shares held in the Company	Nil
Qualification	B.Com
List of other Companies in which associated as Director	1. Indophil Textile Mills Inc; Philippiness 2. Industry House Limited
Chairman / Memberships of the Committee of the Board of other Companies in which associated as a Director	Chairman/Member: NIL

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EMKAY GLOBAL FINANCIAL SERVICES LIMITED

CIN NO: L67120MH1995PLC084899

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Tel. No. 022-66121212. Fax No. 022-66121299

Website: www.emkayglobal.com Email: grievance@emkayglobal.com

POSTAL BALLOT FORM

SR. NO.:

Name & Registered Address of the sole/first named member:	
Name(s) of the joint holder(s) (if any):	
Registered Folio No. / DP ID/Client ID	
Number of Shares held:	

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated November 5, 2018 of the Company by sending my / our assent or dissent to the said Resolution(s) by placing the tick mark (✓) at the appropriate box below:

Item No.	Description	No. of Shares for which Votes cast	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Approval by Special Resolution in terms of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) for continuation of Mr. S. K. Saboo (DOB: 05.11.1942), as a Non Executive Director, on the Board of the Company who has attained the age of 75 years.			

Place:

Date:

(Signature of the Member)

Electronic Voting Particulars

The e-voting facility is available at the link <https://www.evoting.cdsl.com>. The electronic e-voting particulars are set out as follows:

EVS (Electronic Voting Sequence Number)	* Default PAN/Password
181116006	

* Only those Members who have not updated their PAN with the Company / Depository Participant shall use "Default PAN" in the field PAN.

Note: Please read the instructions printed overleaf and in the notes to the Postal Ballot Notice carefully before exercising your vote.

Instructions:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope bearing the address of the Scrutinizer. However, envelopes containing Postal Ballots, if sent by courier at the expense of the registered Member/s will also be accepted.
2. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature(s) registered with the Company) by the first named Member and in his absence, by the next named Member.
3. Unsigned/ Incomplete Postal Ballot Forms will be rejected.
4. Postal Ballot Form shall also be rejected for any of the following reasons:
 - a. A form other than one issued by the Company has been used;
 - b. It has not been signed by the Member;
 - c. Signature on the postal ballot form doesn't match with the specimen signature registered with the Company
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - g. The envelope containing the postal ballot form is received after the last date prescribed;
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is received from a Member who is in arrears of payment of calls;
 - J. It is defaced or mutilated in such a way that its identity as a genuine form can not be established;
 - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
5. The vote may be accorded by recording the assent in column '**FOR**' or dissent in Column '**AGAINST**' by placing a tick (✓) mark in the appropriate column.
6. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on **Wednesday, 26th December, 2018** Postal Ballot Form(s) received after this date will be strictly treated as if the reply from the Member has not been received
7. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member/s as on **16th November, 2018**.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. The result of the voting on the resolutions will be declared at the Registered Office of the Company on **Thursday, 27th December, 2018 at 2.00 p.m.** The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms / e-voting i.e. **26th December, 2018**.

12. The Company is also offering e-voting facility as an alternate mode of voting to all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical ballot and physical ballot will be treated as invalid.

EMKAY GLOBAL FINANCIAL SERVICES LIMITED