

31<sup>st</sup> July, 2012

**Bombay Stock Exchange Limited**  
 Listing Department  
 P. J. Towers, Dalal Street  
 Mumbai-400001

Fax No: 22722937/3121/2011/2061

Dear Sir,

**Sub: Compliance with Clause 35A of the Listing Agreement- Postal Ballot Voting Results:**

Pursuant to the provisions of clause 35A of the Listing Agreement, please find below the details of the Postal Ballot conducted for seeking the approval of the shareholders by an Ordinary Resolution for creation of mortgage/charge on the Company's immovable properties of the Company situated at The Ruby, 7<sup>th</sup> Floor, South West Wing, Senapati Bapat Marg, Dadar (west), Mumbai-400028 under section 293(1) (a) of the Companies act, 1956.

We are sending herewith copy of notice dated 20.06.2012 and Resolution passed through postal ballot on 31.07.2012.

Date of Postal Ballot Notice	20 <sup>th</sup> June, 2012
Date of Report of the Scrutinizer	30 <sup>th</sup> July, 2012
Date of Declaration of Results	31 <sup>st</sup> July, 2012
Total Number of Shareholders on the cut-off date	6318
Total Number of Postal Ballot forms received from Equity Shareholders	166
Total Number of valid postal ballot forms received from the equity shareholders who have cast their votes in the Postal Ballot Form.	
Number of invalid postal ballot forms	



The Results of the postal ballot in the prescribed format is given below:

Promoter/Public	No. of Shares Held	No. of Votes polled	% of votes polled on outstanding shares (3)=(2)/(1)*100	No. of Votes- in favour	No. of Votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoters and Promoter Group	17897500	17897500	100	17897500	00	100	00
Public Institutional holders	2050556	754723	36.81	754648	00	99.99	00
Public-Others	4489694	381581	8.50	377206	3338	98.85	0.87
<b>Total</b>	<b>24437750</b>	<b>19033804</b>	<b>77.89</b>	<b>19029354</b>	<b>3338</b>	<b>99.98</b>	<b>0.02</b>

Please take the same on record.

Thanking you,

Yours faithfully,

For Emkay Global Financial Services Limited



Rahul Sahasrabuddhe

Company Secretary & Compliance Officer

Encl: as above



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT PROCESS ON 31<sup>ST</sup> JULY, 2012**

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956 (hereinafter referred as 'the Act') as also provisions of any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other consents, approvals, sanctions and permissions as may be necessary being obtained from the appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include a Committee of Directors constituted for this purpose) of the Company to create mortgage and/or charge on the Company's immovable properties, wheresoever situated, both present and future, including presently situated properties at The Ruby, 7<sup>th</sup> Floor, South West Wing, Senapati Bapat Marg, Dadar (West), Mumbai - 400028 against the loan to be availed of from HDFC Bank Limited on such terms and conditions as may be considered appropriate by the Board of Directors in the best interest of the Company.

RESOLVED FURTHER THAT Mr. Krishna Kumar Karwa, Managing Director & CFO and/or Mr. Prakash Kacholia, Managing Director and/or Mr. Rahul Sahasrabuddhe, Company Secretary and Compliance Officer of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary and to execute all such documents and writings as they may consider necessary, fit or proper for the purpose of giving effect to this resolution."

**For Emkay Global Financial Services Limited**



**Rahul Sahasrabuddhe**  
**Company Secretary & Compliance Officer**



**CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT U/S 173(2) OF THE COMPANIES ACT, 1956 ANNEXED TO THE NOTICE FOR ORDINARY RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH THE POSTAL BALLOT PROCESS ON 31<sup>ST</sup> JULY, 2012 AT THE REGISTERED OFFICE OF THE COMPANY AT THE RUBY, 7<sup>TH</sup> FLOOR, SENAPATI BAPAT MARG, DADAR(WEST), MUMBAI-400028**

As members are aware that the stock market is quite volatile and the profit margins are wafer thin. The Company needs more working capital for the smooth running of the business. In view of this the Company wants to avail of loan from HDFC Bank Limited and to create mortgage / charge on the Company's immovable properties, wheresoever situated, both present and future, including presently situated properties at The Ruby, 7<sup>th</sup> Floor, South West Wing, Senapati Bapat Marg, Dadar (West), Mumbai – 400028.

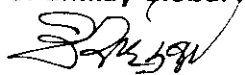
Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Directors of the Public Company shall not except with the consent of such Public Company in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company has more than one undertaking of the whole, or substantially the whole of any such undertaking. Since mortgage of the Company's property may be considered as disposal of the Company's properties, it is considered desirable that the members give their consent for the creation of mortgage/ charge as described above.

An ordinary resolution under Section 293(1) (a) of the Companies Act, 1956 is therefore proposed for approval by the Shareholders.

None of the Directors of the Company is interested in the said resolution

The Board of Directors recommends passing of the Ordinary Resolution as set out in the Notice.

**For Emkay Global Financial Services Limited**



**Rahul Sahasrabuddhe  
Company Secretary & Compliance Officer**

