



Your success is our success

EMKAY GLOBAL FINANCIAL SERVICES LIMITED

Registered Office: The Ruby, 7th Floor,
Senapati Bapat Marg, Dadar (West), Mumbai - 400 028.

Notice for Postal Ballot pursuant to Section 192A of the Companies Act, 1956

Dear Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot for obtaining members approval for amendment/modification to the Employee Stock Option Plan 2010 Scheme (ESOP 2010) of the company. The Statement setting out the material facts pertaining to the said Resolution and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

As per SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, the approval of members is required to vary the terms of ESOP Scheme. Further, pursuant to the provisions of Section 192A of the Act, read with the Rules, the consent / approval of the Members for the above purpose is required to be obtained by way of postal ballot.

The Company has appointed Mr. P. N. Parikh of M/s Parikh & Associates, Company Secretary in whole-time practice as Scrutinizer within the meaning of Rule 6 of the Companies (Passing of the resolution by postal ballot) Rules, 2011, for conducting the postal ballot process in fair and transparent manner.

You are requested to carefully read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (FOR) or dissent (AGAINST), in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer before 5 p.m. on Wednesday, 18th December, 2013. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

The Scrutinizer will submit his report to the Chairman/Managing Director after completion of the scrutiny. Results of the Postal Ballot will be announced by the Chairman/Managing Director on Friday, 20th December, 2013 at registered office of the Company.

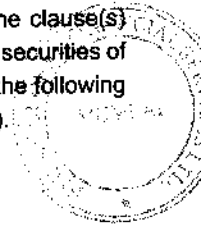
The declaration of results as stated above shall be treated as declaration of results by the Chairman or Managing Director at a Meeting of the members as per the provisions of the Rules. The result of the Postal Ballot will also be displayed at the Registered office of the company and on the website of the company i.e. www.emkayglobal.com, besides being communicated to the National Stock Exchange of India Limited and BSE Limited, where the company's shares are listed. The Resolution will become effective on and from the date of announcement of the results of the Postal Ballot by the Chairman/Managing Director, as aforesaid.

SPECIAL BUSINESS-

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution-

Amendment / modification of Employee Stock Option Plan 2010 Scheme (ESOP 2010)

"RESOLVED THAT in modification to earlier special resolutions passed by members at the Annual general meeting(s) of the company dated 30th August, 2010 and dated 1st August, 2011 and any other resolution(s), if any passed in this regard and pursuant to SEBI circular no CIR/CFD/DIL/7/2013 dated 13.05.2013, pursuant to the provisions of Section 192A, and all other applicable provisions of the Companies Act, 1956, if any ("hereinafter referred as the Act including any statutory modification(s) or re-enactment for the time being in force") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and in accordance with the provisions contained in the Securities and Exchange Board of India (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") (including any statutory modification(s) or re-enactment of the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to make amendments/modifications in ESOP 2010 scheme through trust route to remove/delete the clause(s) (including but not limited to clauses as set out below) that permit the employee welfare trust (ESOP TRUST) to acquire the securities of the company from secondary market so as to make scheme/plan compliant with SEBI guidelines/circulars by replacing the following below mentioned Clause 1(Para 4) and clause 4(Para 1) in place of existing clause 1 (Para 4), and existing clause 4(Para 1).



Clause 1(Para 4)

The Company's employee trust (the "Trust") will subscribe to the shares issued by the Company and hold these shares for the benefit of the employees. Further, in accordance with the directions and the recommendations of the Remuneration/ Compensation Committee of the Company, the Trust shall grant Options to the employees in respect of the equity shares so issued to it by the Company. On the exercise of the Options by the employees, the Trust shall transfer to the employees the equity shares of the Company.

Clause 4(Para 1)

The existing issued and paid-up capital of the Company consists of 2,44,19,950 equity shares of Rs. 10 each as on 30th August 2010. Subject to the compliance with the applicable laws, the Company shall issue to the Trust, and the trust shall subscribe to the Equity Shares of the Company, not exceeding 24,41,995 equity Shares in one or more installments, which constitutes 10% of the total paid-up equity share capital of the Company at that time. The Company may grant such financial assistance to the Trust for this purpose and on such terms and conditions as it deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the company to make modifications, changes, alterations or revisions in the said scheme(s) as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956(including any statutory modification(s) or re-enactment of the Guidelines, for the time being in force), the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered office:

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

By Order of the Board
For Emkay Global Financial Services Limited

Vaibhav Purohit
Company Secretary

Date: 28.10.2013

Encl: Postal Ballot Form
Prepaid Envelope

ANNEXURE TO NOTICE FOR POSTAL BALLOT

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 (Section 173 of the erstwhile Companies Act, 1956) forming part of the notice.

As required under Section 102 of the Companies Act, 2013 ("the Companies Act, 2013") and other applicable provisions of the Companies Act, 2013 and Companies Act, 1956 (as amended, "the Companies Act, 1956"), to the extent applicable, this Statement setting out material facts contains relevant and material information, as detailed herein, to enable the Members to consider for approving the amendment in the ESOP Scheme-2010 of the company.

SEBI has vide its circular no. CIR/CFD/DIL/7/2013 dated 13.05.2013 prohibited all the listed entities from framing any employee benefit schemes involving acquisition of own securities from the secondary market. Further, under this Circular, listed companies having such existing schemes are required to amend their schemes to the effect that trust is not empowered to acquire shares from secondary market. The Company's ESOP -2010 Scheme through Trust Route contains clauses pertaining to acquisition of own shares from the secondary market and to hold these shares for the benefit of the employees. The Company's ESOP-2010 Scheme would therefore have to be modified/ altered to keep it in lines with the SEBI Circular.

As per SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, an approval of the members is required to vary the terms of ESOP Scheme. Accordingly, it is proposed to amend Clause 1 (para 4) and clause 4 (para 1) of the ESOP Scheme 2010 through trust route to ensure that the requirements specified by the Securities and Exchange Board of India under the Circular are complied with and the Emkay Employees Welfare Trust (EEWT) (acting through its trustee) does not acquire any securities of the company from secondary market.

The Board of Directors recommends passing of the proposed resolution stated in the said notice as a Special Resolution and requests your approval for the same by voting through Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the resolution except to the extent of their shareholding.

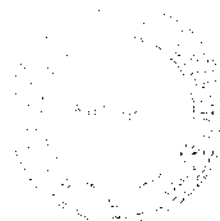
All relevant documents referred to in the draft special resolution and this statement setting out material facts, shall remain open for inspection at the Registered Office of the Company on all working days between 11.00 hrs. to 13.00 hrs. up to the date of declaration of the result of Postal Ballot.

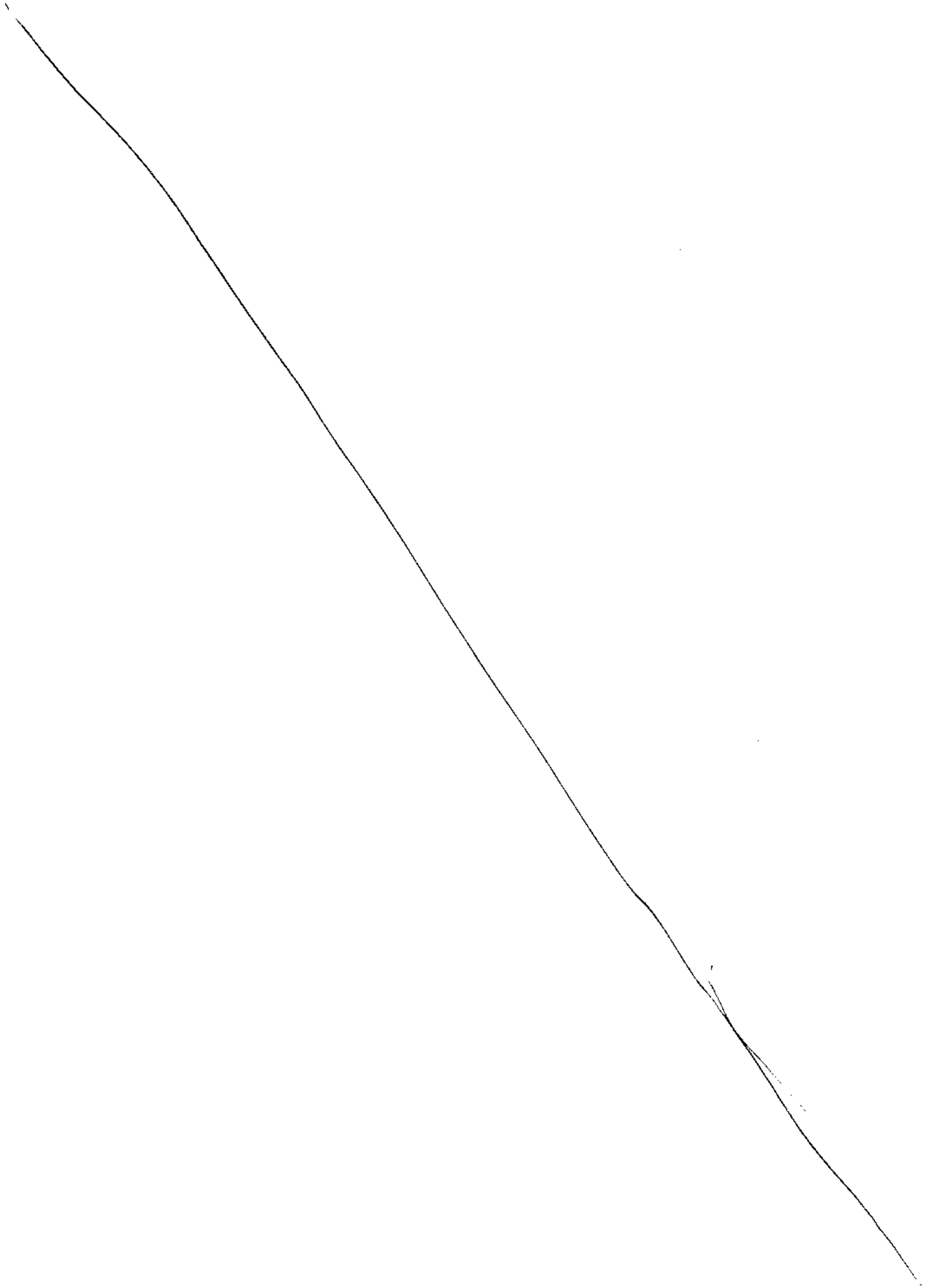
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Date: 28.10.2013

By Order of the Board
For Emkay Global Financial Services Limited

Vaibhav Purohit
Company Secretary







Small Success is our Tradition

EMKAY GLOBAL FINANCIAL SERVICES LIMITED

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

POSTAL BALLOT FORM

(1) Name & Registered Address of :
the sole/first named Member/
Beneficial Owner

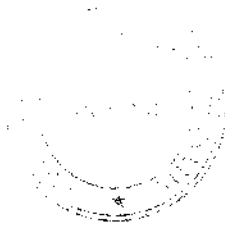
(2) Name(s) of the joint holder(s) :
(if any)

(3) Registered Folio No. / :
Client ID/DP ID No.*
*(Applicable to investors holding
shares in dematerialised form)

(4) Number of Shares held :

(5) I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 28th October, 2013 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution: To amend/modify Employee Stock Option Plan 2010 Scheme (ESOP 2010) through Trust Route.			



Place :

Date :

(Signature of the Member)

NOTE: FOR INSTRUCTIONS, PLEASE SEE OVERLEAF

P.T.O.

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 envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.
2. Please convey your assent/dissent in the Ballot Paper attached herewith. The consent or otherwise received in any other form shall not be considered valid.
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. 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 registered with the Company) by the first named member and in his absence, by the next named member.
5. Postal Ballot cannot be exercised by a proxy.
6. Unsigned Postal Ballot Form will be rejected.
7. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on **Wednesday, 18th December, 2013**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. A member may request for a duplicate Ballot Paper, if so required, and the same duly completed should reach the Scrutinizer not later than the date and time specified at item 7 above.
9. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to note on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as of the cut-off date i.e. **8th November, 2013** for mailing the Postal Ballot Form.
11. Members are requested not to send any other paper along with the Postal Ballot forms in the enclosed self-addressed Postage Prepaid Envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in the envelopes would be destroyed by the Scrutinizer without having regard to its contents.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
13. A Shareholder need not use all his votes nor he needs to cast all his votes in the same way.

