

14<sup>th</sup> August, 2015

**Listing Department**  
**BSE Limited**  
 P.J.Tower, Dalal Street,  
 Mumbai 400 001

**Fax. No. 22722037/3121/2041/2061**

Dear Sir,

**Sub: Disclosure regarding the Remote Evoting/Poll results and Proceeding /Outcome of the 21<sup>st</sup> Annual General Meeting held on 12<sup>th</sup> August, 2015 pursuant to clause 35A of the Listing Agreement.**

This is to inform you that 21<sup>st</sup> Annual General Meeting (AGM) of the members of the Company was held on 12<sup>th</sup> day of August, 2015 at 4.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20 K.Dubhash Marg, Mumbai-400001.

Pursuant to clause 31 and 35A of the Listing Agreement , the details regarding the proceedings/Outcome of Remote E-voting / poll results of the business transacted at the AGM are as under.

Sr.No.	Description	Particulars		
A	Date of AGM	Wednesday, 12 <sup>th</sup> August, 2015		
B	Book Closure Date	Monday, 3 <sup>rd</sup> August, 2015 to Wednesday, 12 <sup>th</sup> August, 2015 (both days inclusive)		
C	Total number of Shareholders on Book Closure Date	5051		
D	Number of Shareholders present in the Annual General Meeting either in person or through proxy			
	Shareholders	Present in person	Present through Proxy	Total
	Promoters and Promoters Group	5	2	7
	Public	34	--	34
E	Number of Shareholders attended the meeting through Video Conferencing No Video Conferencing facility was made available NIL			



Further, in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided members the facility to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM) by electronic means. The voting period began on 9<sup>th</sup> August 2015 at 9.30 am and ended on 11<sup>th</sup> August 2015 at 5.00 pm. In this regard, Mr. Mitesh Dhaliwala of Parikh & Associates, Company Secretaries in whole-time practice, was appointed by the Board as Scrutinizer and has submitted his report which is also being enclosed.

Accordingly, following is the result of Remotee-voting/Poll-

The following business was transacted at the 21<sup>st</sup> Annual General Meeting of the Company.

Item No.	Details of the Agenda	Resolution Required	Mode of Voting	Remarks
1	Adoption of the Audited Accounts for the year ended 31 <sup>st</sup> March, 2015 together with the Report of Directors and Auditors thereon.	Ordinary	Remote E-Voting & Poll at AGM Venue	Passed unanimously
2	Re-appointment of Mr. S.K. Saboo (DIN: 00373201) as a Director of the Company.	Ordinary	Remote E-Voting & Poll at AGM Venue	Passed unanimously
3	Re- appointment of M/s. B. L. Sarda & Associates, Chartered Accountants, Mumbai as the Statutory Auditors of the Company for the financial year 2015-2016	Ordinary	Remote E-Voting & Poll at AGM Venue	Passed unanimously
4	Payment of Commission to Non Executive Directors of the Company under section 197,198 of the Companies Act, 2013 for a period of five years w.e.f.01.04.2015.	Ordinary	Remote E-Voting & Poll at AGM Venue	Passed unanimously
5	Appointment of Ms. Preeti Kacholia (DIN: 03481747) as a Director of the Company.	Ordinary	Remote E-Voting & Poll at AGM Venue	Passed unanimously
6	Approval and Adoption of new set of Articles of Association as per	Special	Remote E-Voting & Poll at AGM Venue	Passed unanimously



	Companies Act, 2013. (Table "F")		Poll at AGM Venue	
7	Resolution under section 186 of the Companies Act, 2013 for Investment	Special	Remote E- Voting & Poll at AGM Venue	Passed unanimously

All the resolutions were approved unanimously.

**REMOTE E-VOTING & POLL AT AGM VENUE RESULT DETAILS ARE AS UNDER:**

**RESOLUTION No.1- Ordinary Resolution**

**Adoption of the Audited Financial Statements including audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 together with the reports of the Board of Directors and Auditors thereon.**

**Mode of Voting: (Remote E-Voting)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	17897500	17897500	100	17897500	0	100	0
Public – Institutional holders	314530	314530	100	314530	0	100	0
Public-Others	6225720	1019897	16.3820	1019894	3	99.9997	0.0003
<b>Total (A)</b>	<b>24437750</b>	<b>19231927</b>	<b>78.6976</b>	<b>19231924</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

**Mode of Voting: (Poll at AGM)**

Promoter and Promoter Group	17897500	0	0.0000	0	0	0	0.0000
Public Institutional Holders	314530	0	0.0000	0	0	0	0.0000
Public-Others	6225720	14	0.0002	14	0	100	0.0000
<b>Total(B)</b>	<b>24437750</b>	<b>14</b>	<b>0.0001</b>	<b>14</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>24437750</b>	<b>19231941</b>	<b>78.6977</b>	<b>19231938</b>	<b>3</b>	<b>100</b>	<b>0.0000</b>



**RESOLUTION No.2**

**Appointment of Director in place of of Mr. S. K. Saboo (DIN: 00373201), who retires by rotation and , being eligible, offers himself for re-appointment.**

**Mode of Voting: (Remote E-Voting)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17897500	17897500	100	17897500	0	100	0
Public – Institutional holders	314530	314530	100	314530	0	100	0
Public-Others	6225720	1019897	16.3820	1019894	3	99.9997	0.0003
<b>Total (A)</b>	<b>24437750</b>	<b>19231927</b>	<b>78.6976</b>	<b>19231924</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

**Mode of Voting: (Poll)**

Promoter and Promoter Group	17897500	0	0.0000	0	0	0	0.0000
Public Institutional Holders	314530	0	0.0000	0	0	0	0.0000
Public-Others	6225720	14	0.0002	14	0	100	0.0000
<b>Total(B)</b>	<b>24437750</b>	<b>14</b>	<b>0.0001</b>	<b>14</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>24437750</b>	<b>19231941</b>	<b>78.6977</b>	<b>19231938</b>	<b>3</b>	<b>100</b>	<b>0.0000</b>



**RESOLUTION No.3**

**Re-appointment of M/s. B. L. Sarda & Associates, Chartered Accountants, Mumbai as the Statutory Auditors of the Company and Fixing their remuneration for the financial year 2015-2016**

**Mode of Voting: (Remote E-Voting)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17897500	17897500	100	17897500	0	100	0
Public – Institutional holders	314530	314530	100	314530	0	100	0
Public-Others	6225720	1019897	16.3820	1019834	63	99.9938	0.0062
<b>Total (A)</b>	<b>24437750</b>	<b>19231927</b>	<b>78.6976</b>	<b>19231864</b>	<b>63</b>	<b>99.9997</b>	<b>0.0003</b>

**Mode of Voting: (Poll)**

Promoter and Promoter Group	17897500	0	0.0000	0	0	0	0.0000
Public Institutional Holders	314530	0	0.0000	0	0	0	0.0000
Public-Others	6225720	14	0.0002	14	0	100	0.0000
<b>Total(B)</b>	<b>24437750</b>	<b>14</b>	<b>0.0001</b>	<b>14</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>24437750</b>	<b>19231941</b>	<b>78.6977</b>	<b>19231878</b>	<b>63</b>	<b>99.9997</b>	<b>0.0003</b>



**RESOLUTION No.4**

**Payment of Commission to Non Executive Independent Directors under section 197,198 of the Companies Act, 2013 for a period of five years commencing from 01.04.2015**

**Mode of Voting: (Remote E-Voting)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17897500	17897500	100	17897500	0	100	0
Public – Institutional holders	314530	314530	100	314530	0	100	0
Public-Others	6225720	1019897	16.3820	1019834	63	99.9938	0.0062
<b>Total (A)</b>	<b>24437750</b>	<b>19231927</b>	<b>78.6976</b>	<b>19231864</b>	<b>63</b>	<b>99.9997</b>	<b>0.0003</b>

**Mode of Voting: (Poll)**

Promoter and Promoter Group	17897500	0	0.0000	0	0	0	0.0000
Public Institutional Holders	314530	0	0.0000	0	0	0	0.0000
Public-Others	6225720	14	0.0002	14	0	100	0.0000
<b>Total(B)</b>	<b>24437750</b>	<b>14</b>	<b>0.0001</b>	<b>14</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>24437750</b>	<b>19231941</b>	<b>78.6977</b>	<b>19231878</b>	<b>63</b>	<b>99.9997</b>	<b>0.0003</b>



**RESOLUTION No.5**

**Appointment of Ms. Preeti Kacholia as a Director of the Company.**

**Mode of Voting: (Remote E-Voting)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17897500	17897500	100	17897500	0	100	0
Public – Institutional holders	314530	314530	100	314530	0	100	0
Public-Others	6225720	1019897	16.3820	1019894	3	99.9997	0.0003
<b>Total (A)</b>	<b>24437750</b>	<b>19231927</b>	<b>78.6976</b>	<b>19231924</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

**Mode of Voting: (Poll)**

Promoter and Promoter Group	17897500	0	0.0000	0	0	0	0.0000
Public Institutional Holders	314530	0	0.0000	0	0	0	0.0000
Public-Others	6225720	14	0.0002	14	0	100	0.0000
<b>Total(B)</b>	<b>24437750</b>	<b>14</b>	<b>0.0001</b>	<b>14</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>24437750</b>	<b>19231941</b>	<b>78.6977</b>	<b>19231938</b>	<b>3</b>	<b>100</b>	<b>0.0000</b>



**RESOLUTION No.6**

**Adoption of Table "F" amendment of Articles of Association of the Company**

**Mode of Voting: (Remote E-Voting)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17897500	17897500	100	17897500	0	100	0
Public – Institutional holders	314530	314530	100	314530	0	100	0
Public-Others	6225720	1019897	16.3820	1019894	3	99.9997	0.0003
<b>Total (A)</b>	<b>24437750</b>	<b>19231927</b>	<b>78.6976</b>	<b>19231924</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	17897500	0	0.0000	0	0	0	0.0000
Public Institutional Holders	314530	0	0.0000	0	0	0	0.0000
Public-Others	6225720	14	0.0002	14	0	100	0.0000
<b>Total(B)</b>	<b>24437750</b>	<b>14</b>	<b>0.0001</b>	<b>14</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>24437750</b>	<b>19231941</b>	<b>78.6977</b>	<b>19231938</b>	<b>3</b>	<b>100</b>	<b>0.0000</b>





**RESOLUTION No.7**

**Approval of the limits of investment under section 186 of the Companies Act, 2013 and the rules made there under**

**Mode of Voting: (Remote E-Voting)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	17897500	17897500	100	17897500	0	100	0
Public – Institutional holders	314530	314530	100	314530	0	100	0
Public-Others	6225720	1019897	16.3820	1019894	3	99.9997	0.0003
<b>Total (A)</b>	<b>24437750</b>	<b>19231927</b>	<b>78.6976</b>	<b>19231924</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

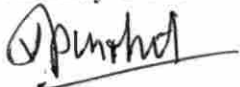
**Mode of Voting: (Poll)**

Promoter and Promoter Group	17897500	0	0.0000	0	0	0	0.0000
Public Institutional Holders	314530	0	0.0000	0	0	0	0.0000
Public-Others	6225720	14	0.0002	14	0	100	0.0000
<b>Total(B)</b>	<b>24437750</b>	<b>14</b>	<b>0.0001</b>	<b>14</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>24437750</b>	<b>19231941</b>	<b>78.6977</b>	<b>19231938</b>	<b>3</b>	<b>100</b>	<b>0.0000</b>

Kindly take the above information on record and acknowledge receipt of the same.

Thanking you,  
Yours faithfully,

**For Emkay Global Financial Services Limited**



**Vaibhav Purohit**  
**Company Secretary & Compliance Officer**



Encl: As above



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Emkay Global Financial Services Limited  
7th Floor, The Ruby,  
Senapati Bapat Marg, Dadar(West),  
Mumbai - 400028

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Emkay Global Financial Services Limited held on Wednesday, August 12, 2015 at 4.00 p.m.**

I, Mitesh Dhaliwala of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Emkay Global Financial Services Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Emkay Global Financial Services Limited held on Wednesday, August 12, 2015 at 4.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 12, 2015.

The Notice dated June 22, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the shareholders who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding shares as on the "cut-off" date of August 05, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Sunday, August 09, 2015 at 09:30 a.m. (IST) and ended on Tuesday, August 11, 2015 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. No physical ballot papers were received.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution**

**Adoption of the Audited Financial Statements including audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 together with the reports of the Board of Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

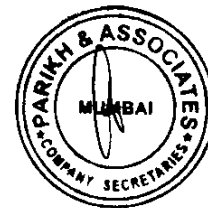
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	1,92,31,938	100.00 (Rounded Off)

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A



**Resolution 2: Ordinary Resolution**

**Appointment of Director in place of Mr. S. K. Saboo (DIN 00373201), who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	1,92,31,938	100.00 (Rounded Off)

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A



**Resolution 3: Ordinary Resolution**

**Re-appointment of Statutory Auditors of the Company and fixing their remuneration.**

(i) Voted in favour of the resolution:

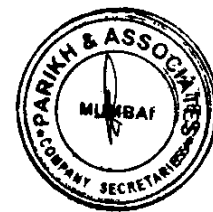
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
40	1,92,31,878	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	63	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A



**Resolution 4: Ordinary Resolution**

**Payment of Commission to Non Executive Independent Directors upto a sum not exceeding 1% (one percent) per annum of the net profits, for a period of five years commencing from 01.04.2015.**

i) Voted in favour of the resolution:

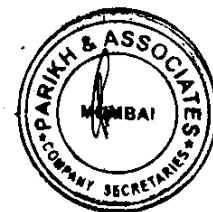
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
40	1,92,31,878	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	63	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A



**Resolution 5: Ordinary Resolution**

**Appointment of Ms. Preeti Kacholia (DIN : 03481747) as Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	1,92,31,938	100.00 (Rounded Off)

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A





**Resolution 6: Special Resolution****Adoption of Articles of Association of the Company**

(i) Voted in favour of the resolution:

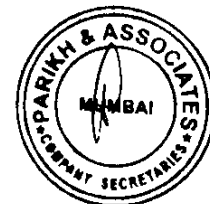
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	1,92,31,938	100.00 (Rounded Off)

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A



**Resolution 7: Special Resolution**

**Approval to the limits of investment under Section 186 of the Companies Act, 2013 and rules made thereunder.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	1,92,31,938	100.00 (Rounded Off)

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00

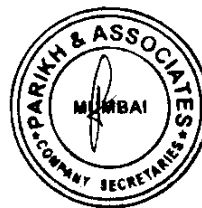
(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A

Thanking you,  
Yours faithfully,

*M Dhabliwala*

Mitesh Dhabliwala  
Parikh & Associates  
Practising Company Secretaries  
ACS: 24539 CP No.: 9511  
111,11<sup>th</sup> Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053



Place: Mumbai  
Dated: August 14, 2015