PARIKH & ASSOCIATES
COMPANY SECRETARIES

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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 Limitedheld on Wednesday, August 12, 2015 at 4.00 p.m.

I, Mitesh Dhabliwala 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.

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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 andAuditors 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

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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

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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

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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

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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

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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

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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,

Mitesh Dhabliwala
Parikh & Associates
Practising Company Secretaries
ACS: 24539 CP No.: 9511
111,11th 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