



EMKAY GLOBAL FINANCIAL SERVICES LIMITED

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

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

Dear Shareholder(s),

Your Company proposes to create mortgage and/or charge on the Company's immovable properties situated at The Ruby, 7th Floor, South West Wing, Senapati Bapat Marg, Dadar (West), Mumbai - 400028 against the loan to be availed of from HDFC Bank Limited. Pursuant to the provisions of Section 293 (1) (a) of the Companies Act, 1956 read together with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Board of Directors of the Company require the consent of the Shareholders to create mortgage / charge on the Company's immovable properties, wheresoever situated, both present and future, by way of Ordinary Resolution.

Your approval is therefore sought to the proposal in terms of the draft Ordinary Resolution appended below 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. The draft of the Ordinary Resolution along with the Explanatory Statement setting out all material facts and the reasons for which such resolution is proposed are being sent to you along with a Postal Ballot Form for your consideration.

In the event the draft Resolution as set out herein below is assented to by requisite majority of shareholders by means of Postal Ballot, it shall be deemed to have been passed at the General Meeting. The date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Resolution.

The Company has appointed Mr. P. N. Parikh of M/s Parikh & Associates, Company Secretary in whole-time practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 28th July, 2012. The Scrutinizer will submit his report to the Chairman/Managing Director after completion of the scrutiny and the results of the postal ballot will be announced thereafter by the Chairman/Managing Director at the corporate office /registered office of the Company on 31st July, 2012.

DRAFT RESOLUTION

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution

"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, 7th 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."

By Order of the Board
For Emkay Global Financial Services Limited

Rahul Sahasrabuddhe
Company Secretary & Compliance Officer

Registered office:

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

Date: 20.06.2012

Place : Mumbai

Encl: Postal Ballot Form
Prepaid Envelope

ANNEXURE TO NOTICE FOR POSTAL BALLOT

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 and reasons for passing of Ordinary Resolution as provided in the notice.

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, 7th 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.

By Order of the Board
For Emkay Global Financial Services Limited

Rahul Sahasrabuddhe
Company Secretary & Compliance Officer

Registered office:

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

Date: 20.06.2012

Place : Mumbai



Your Success is our success

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 Ordinary Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 20th June, 2012 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)
Ordinary Resolution: To create charge/mortgage on Company's Immovable property against the loan to be availed from bank.			

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 Saturday, the 28th July, 2012. 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. 22nd June, 2012 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.