



EMKAY GLOBAL FINANCIAL SERVICES LIMITED

CIN No. L67120MH1995PLC084899

Registered Office: The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400028
Website: www.emkayglobal.com | T: 022-66121212 | Fax: 022-66121299 | Email: secretarial@emkayglobal.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014).

Dear Member(s),

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 22 of the Companies (Management and Administration Rules), 2014 ("**the Rules**") (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings (**SS-2**) issued by the Institute of Company Secretaries of India to the extent applicable read with the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**") and any other applicable laws and regulations, the resolutions set out below are proposed to be passed by the Members of Emkay Global Financial Services Limited by way of Postal Ballot only by electronic voting (e-voting) process.

The proposed special/ordinary resolutions along with the explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out the material facts relating to the resolution proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder and reasons thereof are given hereunder.

In compliance with the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. **November 15, 2024**.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

The members can vote on the resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai to act as Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the said Rules as amended from time to time and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is providing option of e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to enable the Members to cast their votes electronically. Members desiring for e-voting are requested to read the Notes under the Section "E -Voting Procedure" to this Postal Ballot Notice.

Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman/ Managing Director of the Company and the result of the Postal Ballot will be announced not later than two working days from the conclusion of the Postal Ballot e-voting on or before **Monday, 23rd December, 2024**. The said result along with the Scrutinizer's Report will be displayed at Registered Office of the Company and uploaded on the Company's website www.emkayglobal.com and the website of CDSL at www.cdslindia.com. The result will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS :

ITEM NO.1

APPOINTMENT OF MR. A. DHANANJAYA (DIN:01744569) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, the Articles of Association of the Company and subject to such other approvals and permission, as may be required, Mr. A. Dhananjaya (DIN: 01744569) who was appointed by the Board of Directors as an Additional Director designated as Non-Executive and Independent Director of the Company with effect from 28th October 2024 and who meets the criteria for independence as provided in section 149(6) of the Act along with the Rules framed thereunder and regulation 16(1) of the Listing Regulations and who has submitted a declaration to the effect and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 28th October 2024 upto 27th October 2029.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be required to give effect to this resolution."

ITEM NO.2

APPOINTMENT OF MR. RAUNAK KARWA (DIN:08632290) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 as may be amended from time to time, the Articles of Association of the Company and subject to such other approvals and permissions as may be required, Mr. Raunak Karwa (DIN: 08632290) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th October 2024 and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation”.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be required to give effect to this resolution.”

ITEM NO.3

PRIVATE PLACEMENT OF SENIOR, UNSECURED, LISTED, RATED, TRANSFERRABLE, REDEEMABLE, NON-CONVERTIBLE DEBENTURES

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013, ("The Act"), as well as other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, all applicable regulations, directions, guidelines, circulars and notifications of (to the extent applicable) the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), including the Securities Contracts (Regulation), Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and the SEBI circular bearing the reference number SEBI/HO/DDHS/PoD1/CIR/2023/119 dated August 10, 2021 on "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper*", each as amended, or modified from time to time, and any other regulatory authority, whether in India or abroad, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company as may be amended from time to time, and the listing agreements entered into with the stock exchanges where the securities of the Company may be listed (the "**Stock Exchanges**"), and subject to such approvals, consents, sanctions or permissions as may be required from any statutory or regulatory authority, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to borrow/raise funds to create, offer, issue and allot senior, unsecured, listed, rated, transferrable, redeemable, non-convertible debentures aggregating up to INR 100 Crores (Indian National Rupees One Hundred Crores only) ("Debentures"), in dematerialized form and on a private placement basis, in one or more tranches, to the identified persons for the purposes of Section 42 of the Act on the terms and conditions as the Board may, in its discretion, deem fit for raising debt in order to augment resources for working capital requirement, and general corporate purposes and for such other purposes as may be agreed with the investors for a period of 1 (one) year or for such other period as permissible under applicable laws, from the date of approval of this resolution by the Members of the Company and the Limit shall be subject to the overall borrowing limits of the Company, as approved by the Members of the Company from time to time under Section 180(1) (c) of the Act.

RESOLVED FURTHER THAT the Board of the Company or Committee as constituted/ reconstituted from time to time, be and are hereby authorized on behalf of the Company to take from time to time all decisions and steps necessary, expedient or proper, in respect of the NCDs to be issued (senior, unsecured, listed, rated, transferrable, redeemable, non-convertible debentures) including the class of

investors to whom the NCDs are to be issued, the pricing of the issue, placement document(s), disclosure document or private placement offer cum application letter and/or other papers and documents and the terms thereof and to approve all other matters relating to the issue including but not limited to appointment of intermediaries/ consultants, timings, tranches of issue, mode of issuance of the NCDs, recover expense fund, creation of debenture redemption reserve, if applicable, tenor, security, objects of the issue and to do all other acts, deeds, matters, and things as it may, at its discretion, deem necessary for such purpose including without limitation, the utilization of the issue proceeds and also to take all other decisions including varying any of them, either in part or full, as it may, in its absolute discretion, deem appropriate, subject to the specific limits, and take such actions and steps including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents, agreements and writings that may be required, on behalf of the Company, in relation to the Issue and to take decisions on all matters concerning the same, including if necessary, delegate any matter relating to the Issue to any committee or any person or persons so authorized by it in this behalf and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and/ or Officer(s) of the Company, to give effect to this Resolution, without being required to seek any further consent and approval of the members of the Company.”

Registered Office:

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

Date: 28th October, 2024

Place: Mumbai

By Order of the Board of Directors
For Emkay Global Financial Services Limited

B. M. Raul
Company Secretary & Compliance Officer

Notes for Members' Attention:

1. The Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act, 2013 ("The Act") read with the Rules, setting out all material facts relating to the resolutions proposed in the Postal Ballot Notice and additional information as required under the Listing Regulations is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Friday, 15th November, 2024 ("Cut-Off Date")** in accordance with the provisions of the Act read with Rules made thereunder and MCA Circulars. Accordingly, the members whose names appear on the Register of Members / List of Beneficial Owners (received from NSDL and CDSL) as on the close of business hours on **Friday, 15th November, 2024** will be considered for the purpose of voting. A person who is not a member on the aforesaid date should treat this notice for information purpose only.
3. In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI LODR Regulations"), Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per MCA Circulars, Electronic copy of the Notice of the Postal Ballot of the Company inter alia indicating the process and manner of remote e-voting is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form).
 - A. Members, who have not registered their email address can get their email address registered with the Depository Participant, with whom the demat account is maintained and shareholders holding shares in physical mode may write to the Company at secretarial@emkayglobal.com / RTA at rnt.helpdesk@linkintime.co.in with details of folio no. and attaching a self-attested copy of PAN Card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member.
4. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website i.e. www.emkayglobal.com and may download the same from the website of the company or website of CDSL or may request for the same from the Company/Link Intime India Private Limited (Registrar and Share Transfer Agent). The Company/Registrar and Share Transfer Agent of the Company shall forward the same to such members.
5. The Board of Directors by a Resolution passed at their meeting held on 28th October, 2024 has appointed Mr. P. N. Parikh (Membership No. FCS 327), or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331), or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai to act as the Scrutinizer for conducting the Postal Ballot /E-voting process in a fair and transparent manner.
6. All documents referred to in this Postal Ballot Notice and Statement setting out material facts will be available for inspection at the Registered Office of the Company between 11:00 a.m. to 2:00 p.m. on all working days except Saturday(s), Sunday(s) and Public Holiday(s) from the date of circulation of the Notice till the declaration of results of the Postal Ballot.
7. For any queries in relation to voting through Postal Ballot or e-voting, members may contact Registrar and Transfer Agent (RTA) i.e. M/s. Link Intime India Private Limited, C 101, Embassy 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400083. (Email: rnt.helpdesk@linkintime.co.in) or write an email to CDSL on email id helpdesk.evoting@cdslindia.com

8. Resolutions passed by the members through Postal Ballot /e-voting shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members, if approved by the requisite majority on last date of receipt of e-voting i.e. **Thursday, 19th December, 2024.**
9. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Thursday, 19th December, 2024.**
10. **PROCEDURE FOR E-VOTING**

THE INTRUCTIONS TO THE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Wednesday, 20th November 2024 at 9.00 a.m. and ends on Thursday, 19th December 2024 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 15th November 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to

	enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022- 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **Emkay Global Financial Services Limited** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@emkayglobal.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at the toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at the toll free no. 1800 21 09911.

11. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the cut-off date of **Friday, 15th November, 2024**.
12. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares after the cut-off date i.e. **Friday, 15th November, 2024**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting.
14. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the voting process, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/Managing Director of the Company, who shall countersign the same and declare the result of the voting not late than two working days from the conclusion of the Postal Ballot e-voting on or before **Monday, 23rd December, 2024** at the registered office of the Company.
15. The result declared along with the report of the scrutinizer will be displayed on the notice board of the Company and shall be placed on the website of the Company at www.emkayglobal.com and also on the website of CDSL. The result shall also be communicated to BSE Ltd. and National Stock Exchange of India Ltd.

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as recommended by the Nomination, Remuneration & Compensation Committee, the Board of Directors at its meeting held on 28th October 2024, appointed Mr. A. Dhananjaya (DIN:01744569) as an Additional Director designated as an Independent Director of the Company for a term of five consecutive years with effect from 28th October 2024 to 27th October 2029 not liable to retire by rotation, subject to the approval of the Members and such other approvals and permissions, as may be required.

The Company has received a notice pursuant to section 160 of the Companies Act, 2013 from a member signifying its intention to propose the appointment of Mr. A. Dhananjaya as Director of the Company.

Mr. A. Dhananjaya has given his consent for appointment as an Independent Director of the Company and has also confirmed that he has not incurred any disqualification under Section 164 (2) of the Act. The Company has also received a declaration from Mr. A. Dhananjaya that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Mr. A. Dhananjaya is eligible to be appointed as an Independent Director of the Company.

Brief Profile of Mr. A. Dhananjaya is as under:

- Mr. A. Dhananjaya is B.Tech. and PGDM from IIM Bangalore. He has a rich experience of 36 years with expertise in Risk Management, Portfolio Management, Compliance, Governance and Internal Controls, out of which 14 years was in Bank of America N. A. as VP, Head Transaction Banking & Customer Service, 6 years in ABN AMRO Bank N.V. as SVP, Country Compliance Representative and 15 years in Aditya Birla Capital Ltd.as Chief Compliance & Risk Officer for the Financial Services Businesses of the Aditya Birla Group.
- Presently he is on the Board of Old Bridge Mutual Fund Trustee Private Limited.

He does not hold by himself or for any other person on a beneficial basis any shares in the Company.

In the opinion of the Board, Mr. A. Dhananjaya fulfils the conditions specified in the Act, and rules made there under and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office/ Administrative Office of the Company during business hours on any working day and is also available on the website of the Company i.e. www.emkayglobal.com.

In terms of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and the appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution.

It is proposed to appoint Mr. A. Dhananjaya as an Independent Director of the Company not liable to retire by rotation to hold office for a term of five consecutive years from 28th October 2024.

Details required as per Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings are provided in **Annexure - A** to this Notice.

Except Mr. A. Dhananjaya being an appointee and his relatives, none of the other Directors, Key Managerial Personnel of the Company or relatives of Director/Key Managerial Personnel are in any way deemed to be concerned or interested financially or otherwise in the resolution set out at item No.1 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 1 of this Postal Ballot Notice for approval by the Members.

Item No.2

On recommendation by the Nomination, Remuneration & Compensation Committee, the Board of Directors at its meeting held on 28th October 2024 appointed Mr. Raunak Karwa (DIN:08632290) as an Additional Director of the Company, liable to retire by rotation, subject to the approval of the Members and subject to such other approvals and permissions as may be required. Mr. Raunak Karwa is related to Mr. S. K. Saboo, Chairman and Mr. Krishna Kumar Karwa, Managing Director of the Company. The Company has received a notice pursuant to section 160 of the Companies Act, 2013 from a member signifying its intention to propose the appointment of Mr. Raunak Karwa as Non-Executive Director of the Company.

Mr. Raunak Karwa has given his consent for appointment as a Director of the Company and has also confirmed that he has not incurred any disqualification under Section 164 of the Act. The Company has also received a declaration from Mr. Raunak Karwa and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Brief Profile of Mr. Raunak Karwa is as under:

- Mr. Raunak Karwa is B. A. (Economics). He has been Managing Director & CEO of Finlearn Edutech Private Limited since 2021. He founded FinLearn Academy & Trade:able in January 2020 which was in the business of creating content and products for assisting retail market participants. He is having experience of 5 years as Analyst in Ernst & Young (Advisory-Financial Services) and ICICI Securities (Corporate Finance).
- He is presently on the Board of Emkay Wealth Advisory Limited, wholly owned subsidiary of the Company as a non-executive Director and Finlearn Edutech Private Limited as Managing Director & CEO.

Mr. Raunak Karwa is eligible to be appointed as a Non-Executive Director of the Company. Accordingly, approval of the Members is sought for appointment of Mr. Raunak Karwa as Non-Executive Director of the Company.

Mr. Raunak Karwa is a member of the promoter group of the Company.

Mr. S.K.Saboo and Mr. Krishna Kumar Karwa being related to Mr. Raunak Karwa, may be deemed to be interested in the resolutions mentioned in this Postal Ballot Notice. The other relatives of Mr. S.K.Saboo and Mr. Krishna Kumar Karwa may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at item no. 2 of the Postal Ballot Notice.

In terms of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Details required as per Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings are provided in **Annexure - A** to this Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of this Postal Ballot Notice for approval by the Members.

Item No.3

In order to augment resources for the purpose of meeting working capital requirement and general corporate purposes, the company at an appropriate time, intends to offer, or invite subscription for issuance of senior, unsecured, listed, rated, transferrable, redeemable, non-convertible debentures on private placement basis for an amount not exceeding Rs. 100 crores, in one or more tranches, to such selected group of person(s) as may be identified by the Company.

It is proposed to raise funds to the extent of Rs. 100 crores by issuing unsecured Non-Convertible Debentures (NCDs) pursuant to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and the SEBI circular bearing the reference number SEBI/HO/DDHS/PoD1/CIR/2023/119 dated August 10, 2021 on "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper*", each as amended, or modified from time to time, and other applicable regulatory authorities.

The consent of the shareholders is being sought by a Special Resolution to enable the Board to issue such Securities as may be permitted under applicable laws to any eligible person(s) in accordance with the provisions of the applicable SEBI Regulations and other applicable laws.

The Special Resolution seeks to give the Board/ Committee the powers to issue Securities in one or more tranche or tranches, at such time or times to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board, in its absolute discretion, deems fit for an aggregate amount not exceeding Rs. 100 crores (Rupees One Hundred Crore). The detailed terms and conditions for the offer will be determined by the Board/Committee in consultation with the advisors, valuation agency and such other agencies or authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors.

None of the Directors, Key Managerial Personnel of the Company or relatives of Director/Key Managerial Personnel are in any way deemed to be concerned or interested financially or otherwise in the resolution set out at item No. 3 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 3 of this Postal Ballot Notice for approval by the Members.

Registered Office:

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

Date: 28th October, 2024

Place: Mumbai

By Order of the Board of Directors
For Emkay Global Financial Services Limited

B. M. Raul

Company Secretary & Compliance Officer

ANNEXURE 'A'

ANNEXURE TO ITEM NO. 1 & 2 OF THE POSTAL BALLOT NOTICE

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Sr. No.	Name of the Director	Mr. A. Dhananjaya	Mr. Raunak Karwa
1	DIN	01744569	08632290
2	Age	62 Yrs	32 Yrs
3	Date of first appointment on Board	28.10.2024	28.10.2024
4	Brief resume including qualification and experience (i) Qualification (ii) Experience	(i) B.Tech., PGDM (ii) Rich and vast experience of 36 years with expertise in Risk Management, Portfolio Management, Compliance, Governance and Internal Controls. Out of which 14 years was in Bank of America N. A. as VP, Head Transaction Banking & Customer Service, 6 years in ABN AMRO Bank N.V. as SVP, Country Compliance Representative and 15 years in Aditya Birla Capital Ltd. as Chief Compliance & Risk Officer .	(i) B. A. (Economics) (ii) He has been Managing Director & CEO of Finlearn Edutech Private Limited since 2021. He founded FinLearn Academy & Trade:able in January 2020 which was in the business of creating content and products for assisting retail market participants. He is having experience of 5 years as Analyst in Ernst & Young (Advisory-Financial Services) and ICICI Securities (Corporate Finance).
5	Expertise in specific functional areas	Rich experience in the field of Risk Management, Compliance, Governance etc.	Rich experience as an Analyst
6	Other Directorships (as on October 28, 2024).	1. Old Bridge Mutual Fund Trustee Private Limited.	1.Emkay Wealth Advisory Limited 2. Finlearn Edutech Private Limited
7	Chairmanship/Membership of Committees in Companies in which position of Director is held (as on October 28, 2024)	1. Chairman- Nil 2. Member-Risk Management Committee of Old Bridge Mutual Fund Trustee Private Limited.	1. Chairman- Nil 2. Member- Nil
8	Listed entities from which the Director has resigned in the past three years	None	None
9	Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None	Mr. S.K. Saboo, Chairman - Grand Father Mr. Krishna Kumar Karwa Managing Director – Father
10	No. of equity shares held in the Company (as on October 28, 2024)	Nil	17,50,000 equity shares of Rs. 10/- each (7.01%)
11	No. of board meetings attended during the financial year (FY2024-25)	NA	NA
12	Terms and conditions of appointment including remuneration	Appointed as an Additional Director at the meeting of the Board of Directors held on 28 th October 2024. At the same meeting he was appointed as Non-Executive & Independent Director for a term of five consecutive years commencing from 28 th October 2024 to 27 th October 2029, subject to the approval of the Members. As an Independent Director, he will be entitled to sitting fees as may be decided by the Board for each meeting of the Board and Committee attended by him and commission as may be decided from time to time.	Appointed as an Additional Director at the meeting of the Board of Directors held on 28 th October 2024. subject to the approval of the Members. As a Non-Executive Director, he will be entitled to sitting fees as may be decided by the Board for each meeting of the Board and Committee attended by him as and when he will be appointed as member of the Committee.

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

Date: 28th October, 2024
Place: Mumbai

By Order of the Board of Directors
For Emkay Global Financial Services Limited

B. M. Raul
Company Secretary & Compliance Officer

