



## 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) 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. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot / electronic voting (e-voting).

The proposed special resolutions along with the explanatory statement pursuant to Section 102 of the Act setting out the material facts 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 12, 2021.

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, Practising Company Secretaries 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 on **Monday, 20th December, 2021**. 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](http://www.emkayglobal.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com). The result will simultaneously be communicated to the Stock Exchanges.

## **SPECIAL BUSINESS**

### **ITEM NO.1**

#### **ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY BY INSERTING NEW OBJECT.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013 ("the Act") read with applicable rules and regulations made thereunder, including any amendments thereto and such other approvals, permissions and sanctions of statutory authorities as may be required, consent of the members of the Company be and is hereby accorded for alteration in existing Main Object clause of the Memorandum of Association of the Company in the following manner:

The Clause III of the Main Object clause of the Memorandum of Association of the Company be altered by adding the following new clause III (A) (7), after existing clause III (A) (6) therein:

#### **III (A) (7)**

"To act, whether in India or abroad, as a sponsor, asset management company and/ or trustees for any type of pooling vehicles, investment funds, mutual funds and for that purpose to set up, promote, float, establish, manage, operate, handle any partnerships or companies, settle and execute trusts, devise and manage various schemes, funds, plans, strategies, portfolios for raising funds in any manner from persons, bodies corporate, trusts, societies, association of persons and to deploy, whether in India or abroad, the funds raised and to deal with, engage in carrying out all other functions, incidental thereto and such other activities as may be approved by the Securities and Exchange Board of India and/or other regulatory authorities and to undertake and carry on the functions, duties, activities and business of asset management company and/or trustees and to undertake and execute trusts of all kinds, whether public or private including declaring the company itself as an asset management company and/ or trustees in India or abroad".

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary of the Company be and are hereby authorised to file requisite forms with Ministry of Corporate Affairs or submission of other documents with any other concerned statutory authorities, if required, and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or any other doubts that may arise in this regard or provide clarifications before the concerned authorities, if any and accede to such modification and alteration to the aforesaid resolutions as may be suggested by concerned statutory authorities, if any or take any other steps or actions as may be required to give effect to this resolution on behalf of the Company."

## **ITEM NO.2**

### **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable provisions of the Companies Act 2013 read with Rules thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded for alteration of Article of Association of the Company by deletion / modification of the following clauses of the Article of Association of the Company in conformity with the Companies Act, 2013 and rules made thereunder :

- (i) Delete the existing Article I.1(b) read as “the seal” means the common seal of the Company.
- (ii) Substitute existing Article II.2 (ii) with the following clause :  
*“2(ii) Every Certificate shall be issued with the signature of two directors or a director and the Company secretary or such person authorized by the Board in that behalf”.*
- (iii) Delete the existing article 79 with respect to “The Seal” read as under :

#### ***“The Seal”***

##### ***Article-79***

- i. The Board shall provide for the safe custody of the seal.*
- ii. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose ; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence”.*

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

## **ITEM NO. 3**

### **ENHANCEMENT OF THE EXISTING LIMIT OF BORROWING UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”) and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, in supersession of the special resolution passed at the Annual General Meeting of the members of the Company held on 13<sup>th</sup> August, 2014, consent of the members of the Company be and is hereby accorded to borrow money on behalf of the Company, from time to time, from one or more of the Company’s bankers, financial institutions, institutional investors, mutual funds, insurance companies, firms, companies, body corporates, any other person or entity, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs 500

crores (Rupees Five Hundred Crores Only) over and above the aggregate of the paid up share capital and free reserves of the Company.

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

**ITEM NO. 4**

**ENHANCEMENT OF EXISTING LIMIT OF CREATION OF CHARGE ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, in supersession of the special resolution passed at the Annual General Meeting of the members of the Company held on 13<sup>th</sup> August, 2014, consent of the members of the Company be and is hereby accorded to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future movable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets of the Company in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due repayment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed Rs. 500 crores (Rupees Five Hundred Crores Only).

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

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

Date: 28th October, 2021  
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 Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), for the proposed special resolutions are annexed hereto and forms part of this Notice.
2. The 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, 12<sup>th</sup> November, 2021** in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular Nos. 14/ 2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 33/2020 dated 28<sup>th</sup> September, 2020 and 10/2021 dated June 23, 2021 ("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, 12<sup>th</sup> November, 2021** 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).  
  
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](mailto:secretarial@emkayglobal.com) / RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with details of folio no. and attaching a self-attested copy of PAN Card.
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](http://www.emkayglobal.com) and may download the same from the website of the company or website of CDSL or may request for the same to 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 28<sup>th</sup> October, 2021 has appointed Mr. P. N. Parikh (Membership No. FCS 327), or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331), or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s Parikh & Associates, Practising 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 dispatch of the Notice till 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, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400083. (Email: [helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in)) or write an email to CDSL on email id [helpdesk.evoting@cdslindia.com](mailto: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. **Saturday, 18<sup>th</sup> December, 2021**.

9. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Saturday, 18<sup>th</sup> December, 2021.**

10. **E-Voting Procedure**

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **Friday, 19<sup>th</sup> November, 2021 at 9.00 a.m. and ends on Saturday, 18<sup>th</sup> December, 2021 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, 12<sup>th</sup> November, 2021** 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.

- (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 <b>CDSL</b>	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 is also links provided to access the system of all e-Voting Service Providers</p>



	<p>i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for 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](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 <b>OR</b> 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 the relevant **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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/ 43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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, 12<sup>th</sup> November, 2021**.
12. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice, should treat this notice for information purpose only.
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 on **Monday, 20<sup>th</sup> December, 2021** 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](http://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**

### **Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No.1**

The Company is primarily engaged in financial services including Stock Broking, Merchant / Investment Banking and related activities. The Company has various business plans for expansion of its business operation. The Company now wants to pursue Mutual Fund business along with existing activities and therefore proposes to include the additional business activity *inter alia* of sponsoring the Mutual Fund and contributing capital in the proposed Asset Management Company and Trustee Company as required under SEBI (Mutual Funds) Regulations, 1996.

The proposed activity may conveniently and advantageously be combined with the business of the Company and will be in the interest of the Company. Hence it is proposed to alter the main Object Clause by inserting new Object clause III (A) (7) after clause III (A) (6) in the Memorandum of Association ("MOA") of the Company in accordance with Section 13 and other applicable provisions of the Companies Act, 2013. As per provisions of the Companies Act, 2013, it is necessary to get approval of the members to alter the Object clause of the MOA by passing a Special Resolution. A copy of the proposed altered MOA of the Company would be available for inspection for the Members.

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

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the company, if any.

#### **Item No.2**

The Company had adopted new set of Articles of Association consistent with the amended Companies Act, 2013 in the 21<sup>st</sup> Annual General Meeting of the Company held on 12<sup>th</sup> August 2015. Subsequently, the Companies Amendments Act, 2015 made use of Common seal optional for the Companies. As per the provisions of the Companies Act, 2013 (as amended), Common seal is no more mandatory. All such documents which require affixation of the common seal can now be signed by two directors or one director and a company secretary of the company.

In the course of business, the Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. To facilitate administrative convenience for execution of such documents on behalf of the Company, it is proposed to alter the existing Articles of Association ("AOA") of the Company by deleting / modifying the clauses relating to the "Common seal" in the AOA. As per provisions of the Companies Act, 2013, it is necessary to get approval of the members to the alteration of AOA by passing a Special Resolution.

The Board recommends the Special Resolution as set out at item No. 2 of the Postal Ballot Notice for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

#### **Item No. 3**

In compliance with the provisions of Section 180 (1) (c) of the Companies Act 2013, Special Resolution was passed by the Shareholders of the Company at the 20<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> August 2014 approving the borrowing limit in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to

be obtained from the Company's Bankers in the ordinary course of business, shall not exceed Rs. 200 crore (Rupees Two Hundred Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.

Considering the anticipated future growth due to expansion of business and consequent additional working capital requirements, it is proposed to increase the existing limit of borrowing under section 180 (1) (c) of the Companies Act, 2013 from existing Rs 200 Crores to Rs.500 Crores, apart from the temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business and over and above the aggregate of the paid-up share capital and free reserves of the company.

As per the existing provisions of the Companies Act, 2013, this limit excludes the temporary loans obtained from the Company's bankers in the ordinary course of business repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, not being loans raised for the purpose of incurring capital expenditure.

As per provisions of the Companies Act, 2013, it is necessary to get approval of the members by passing a Special Resolution for increasing the Company's borrowing limits within the meaning of Section 180(1)(c) of the Companies Act, 2013 from Rs. 200 crores to Rs. 500 crores (Rupees Five Hundred Crores only).

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

#### **ITEM NO. 4**

In compliance with the provisions of Section 180 (1) (a) of the Companies Act, 2013, Special Resolution was passed by the Shareholders of the Company at the 20<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> August 2014 approving to mortgage and/or charge and/or hypothecate, on such terms and conditions and at such time or times, and in such form or manner, as it may think fit, the whole or substantially the whole of any one or more of the undertakings of the Company including the present and/or future properties whether movable or immovable, comprised in any existing undertaking or undertakings of the Company, as the case may be for the purpose of securing financial assistance not exceeding Rs. 200 crores (Rupees Two Hundred Crore only).

Considering the future financial requirements for the working capital, the Company may require additional borrowings and may be required to create security by way of charge, mortgage, hypothecation or pledge of the movable or immovable assets or properties of the Company in favour of the lenders as per the terms agreed with them in the course of borrowing of funds from time to time to support the business operations and for general corporate purposes. Hence, it is proposed to enhance the existing limit under section 180 (1) (a) of the companies Act, 2013 from Rs.200 crores to Rs.500 crores (Rupees Five Hundred Crores only).

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

#### **Registered Office:**

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

Date: 28th October, 2021

Place: Mumbai

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

**B. M. Raul**

Company Secretary & Compliance Officer