

EW/Sec/2018/214

July 12, 2018

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.

Dear Sirs,

**Ref.:- Symbol - EDELWEISS**

**Sub.: Corporate Governance Report as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2018**

Pursuant to Regulation 27 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Corporate Governance Report of the Company for the quarter ended June 30, 2018, is enclosed.

Kindly take the same on record.

Thanking you,

**Yours faithfully,  
For Edelweiss Financial Services Limited**

  
**B. Renganathan**  
**Executive Vice President & Company Secretary**

Encl.: a/a

Name of the Listed Entity: - Edelweiss Financial Services Limited

1. Quarter ending :- June 30, 2018

I. <u>Composition of Board of Directors</u>								
Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rashesh Shah		Chairman- Executive	01/04/2017	--	1	-	-
Mr.	Venkatchalam Ramaswamy		Executive	01/04/2017	--	2	2	-
Mr.	Himanshu Kaji		Executive	01/11/2014	--	1	1	-
Mr.	Rujan Panjwani		Executive	24/06/2016	--	1	1	--
Ms.	Vidya Shah		Non-Executive	01/08/2014	--	1	2	--
Mr.	Berjis Desai		Independent	02/08/2017	Refer Note 1	7	3	3

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Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Biswamohan Mahapatra		Independent	21/07/2015	Refer Note 2	2	4	1
Mr.	Kunnasagaran Chinniah		Independent	02/08/2017	Refer Note 1	2	4	1
Mr.	Navtej S. Nandra		Independent	02/08/2017	Refer Note 1	1	2	--
Mr.	P. N. Venkatachalam		Independent	02/08/2017	Refer Note 1	2	4	4
Mr.	Sanjiv Misra		Independent	02/08/2017	Refer Note 1	1	1	--

Note -1 hold office upto the Annual General Meeting of the Company to be held in 2022.

Note 2 holds office upto the Annual General Meeting of the Company to be held in 2018.

<sup>s</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. <u>Composition of Committees</u>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)&
1. Audit Committee	Mr. P. N. Venkatachalam	Independent (Chairman)
	Mr. Berjis Desai	Independent
	Mr. Biswamohan Mahapatra	Independent
	Mr. Sanjiv Misra	Independent
	Mr. Kunnasagaran Chinniah	Independent
2. Nomination & Remuneration Committee	Mr. Berjis Desai	Independent (Chairman)
	Mr. Kunnasagaran Chinniah	Independent
	Mr. Navtej S. Nandra	Independent
	Mr. Sanjiv Misra	Independent
3. Risk Management Committee	Mr. P. N. Venkatachalam	Independent (Chairman)
	Mr. Biswamohan Mahapatra	Independent
	Mr. Kunnasagaran Chinniah	Independent
	Mr. Navtej S. Nandra	Independent
	Mr. Sanjiv Misra	Independent
	Mr. Himanshu Kaji	Executive
4. Stakeholders Relationship Committee	Mr. Berjis Desai	Independent (Chairman)
	Mr. Kunnasagaran Chinniah	Independent
	Mr. Venkatchalam Ramaswamy	Executive

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
January 23, 2018	May 3, 2018	99 days
	May 23, 2018	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
May 3, 2018 (Audit Committee)	Yes	January 23, 2018 (Audit Committee)	99 days
May 23, 2018 (Audit Committee)	Yes		

\* This information has to be mandatorily be given for Audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The report for the quarter ended March 31, 2018, was placed before the Board at its Meeting held on May 3, 2018. This report shall be placed before the Board at its forthcoming Meeting.

## VII. Details of Material related party transactions- Nil

For Edelweiss Financial Services Limited

  
B. Renganathan  
Executive Vice President & Company Secretary

July 12, 2018