

Ref No: EW/Sec/2017/607

October 12, 2017

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 September 30, 2017


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 September 30, 2017, is enclosed.

We are further enclosing herewith the Corporate Governance Report to be submitted at the end of 6 months after end of financial year for the period ended September 30, 2017.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Edelweiss Financial Services Limited


B. Renganathan
Executive Vice President & Company Secretary

Encl.: as above.



Name of the Listed Entity :- Edelweiss Financial Services Limited

1. Quarter ending :- September 30, 2017

I. <u>Composition of Board of Directors</u>									
Title (Mr./Ms)	Name of the Director	PAN ^s & 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		Chairperson - Executive	01/04/2017	--	1	-	-	
Mr.	Venkatchalam Ramaswamy		Executive	01/04/2017	--	2	2	-	
Mr.	Himanshu Kaji		Executive	01/11/2014	--	1	2	-	
Mr.	Rujan Panjwani		Executive	24/06/2016	--	1	2	--	
Ms.	Vidya Shah		Non-Executive	01/08/2014	--	1	2	--	



Mr.	Kunnasagaran. Chinniah	01590108 PAN: N.A	Non-Executive - Independent	02/08/2017	Refer Note 1	2	3	--
Mr.	P. N. Venkatachalam		Non-Executive - Independent	02/08/2017	Refer Note 1	2	3	5
Mr.	Berjis Desai		Non-Executive - Independent	02/08/2017	Refer Note 1	7	5	2
Mr.	Sanjiv Misra		Non-Executive - Independent	02/08/2017	Refer Note 1	1	1	--
Mr.	Sunil Mitra		Non-Executive - Independent	02/08/2017 (Cessation)	Refer Note 3	5	4	1
Mr.	Navtej S. Nandra		Non-Executive - Independent	02/08/2017	Refer Note 1	1	1	--
Mr.	Biswamohan Mahapatra		Non-Executive - Independent	21/07/2015	Refer Note 2	2	2	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.

Note 3 held office upto the Annual General Meeting of the Company held on August 2, 2017 and did not offer himself for reappointment.

*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. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&
1. Audit Committee	Mr. P. N. Venkatachalam	Non-Executive - Independent (Chairman of the Committee)
	Mr. Berjis Desai	Non-Executive - Independent
	Mr. Sanjiv Misra	Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr. Biswamohan Mahapatra	Non-Executive - Independent
	Mr. Berjis Desai	Non-Executive - Independent (Chairman of the Committee)
	Mr. Sanjiv Misra	Non-Executive - Independent
	Mr. Navtej S. Nandra	Non-Executive - Independent
	Mr. Kunnasagan Chinniah	Non-Executive - Independent
3. Risk Management Committee (if applicable)	Mr. P. N. Venkatachalam	Non-Executive - Independent (Chairman of the Committee)
	Mr. Navtej S. Nandra	Non-Executive - Independent
	Mr. Sanjiv Misra	Non-Executive - Independent
	Mr. Kunnasagan Chinniah	Non-Executive - Independent
	Mr. Himanshu Kaji	Executive
	Mr. Biswamohan Mahapatra	Non-Executive - Independent
	Mr. Berjis Desai	Non-Executive - Independent (Chairman of the Committee)
4. Stakeholders Relationship Committee	Mr. Kunnasagan Chinniah	Non-Executive - Independent
	Mr. Venkatachalam 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.



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)
May 17, 2017	August 2, 2017	76 days
-	September 26, 2017	54 days

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*
August 1, 2017 (Audit Committee)	Yes	May 16, 2017 (Audit Committee)	76 days

* 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		Compliance status (Yes/No/NA) ^{refer note below}
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

Note

1. 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.
2. 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), 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 the Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The report for the quarter ended June 30, 2017, was placed before the Board at its Meeting held on August 2, 2017. This report shall be placed before the Board at its forthcoming Meeting.

For Edelweiss Financial Services Limited




B. Rengadathan
Executive Vice President & Company Secretary

October 12, 2017

Details of material related party transactions



Loans given to subsidiaries :

Name of the Related Party	In Rs. Crs	
	Quarter ended	
	30th September, 2017	
	Loan given	Loan repaid
Edelweiss Commodities Services Limited (Wholly Owned Subsidiary)	2,178.18	2,190.00



Edelweiss Financial Services Limited

Corporate Governance Report to be submitted at the end of 6 months after end of financial year for the period ended September 30, 2017

I Affirmations-		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1 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. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<p>For Edelweiss Financial Services Limited</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">  B. Renganathan Executive Vice President & Company Secretary </div> <div style="text-align: center;">  </div> </div> <p>October 12, 2017</p>		