

Ref No: EW/Sec/2017/361

April 13, 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 March 31, 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 March 31, 2017, 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.: as above.

Name of the Listed Entity :- Edelweiss Financial Services Limited

1. Quarter ending :- March 31, 2017

I. Composition of Board of Directors

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	01/04/2014	--	1	-	-
Mr.	Venkat Ramaswamy		Executive	01/04/2014	-	2	1	-
Mr.	Himanshu Kaji		Executive	01/11/2014	--	1	-	-
Mr.	Rujan Parjivani		Executive	24/06/2016	--	1	-	--
Ms.	Vidya Shah		Non-Executive	01/08/2014	N.A	1	--	--



Mr.	Kunnasagaran Chinniah	01590108 PAN: N/A	Independent	25/07/2014	Refer Note 1	2	1	--
Mr.	P. N. Venkatachalam		Independent	25/07/2014	Refer Note 1	2	1	1
Mr.	Berjis Desai		Independent	25/07/2014	Refer Note 1	7	5	3
Mr.	Sanjiv Misra		Independent	25/07/2014	Refer Note 1	1	1	--
Mr.	Sunil Mitra		Independent	25/07/2014	Refer Note 1	3	2	--
Mr.	Navtej S. Nandra		Independent	25/07/2014	Refer Note 1	1	--	--
Mr.	Biswamohan Mahapatra		Independent	21/07/2015	Refer Note 2	2	1	--

Note -1 hold office upto the Annual General Meeting of the Company to be held in 2017.  
 Note 2 holds office upto the Annual General Meeting of the Company to be held in 2018.

SPAN 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. Venkatchalam	Independent (Chairman of the Committee)
	Mr. Berjis Desai	Independent
	Mr. Sanjiv Misra	Independent
2. Nomination & Remuneration Committee	Mr. Sunil Mitra	Independent
	Mr. Berjis Desai	Independent (Chairman of the Committee)
	Mr. Sanjiv Misra	Independent
3. Risk Management Committee (if applicable)	Mr. Navtej S. Nandra	Independent
	Mr. P. N. Venkatchalam	Independent (Chairman of the Committee)
	Mr. Navtej S. Nandra	Independent
	Mr. Sanjiv Misra	Independent
	Mr. Kunnasagaran Chinniah	Independent
4. Stakeholders Relationship Committee	Mr. Himanshu Kaji	Executive
	Mr. Berjis Desai	Independent (Chairman of the Committee)
	Mr. Kunnasagaran Chinniah	Independent
	Mr. Venkat 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)
November 9, 2016	February 9, 2017	91 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*
February 9, 2017 (Audit Committee)	Yes	November 9, 2016 (Audit Committee)	91 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		Yes
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 the Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The report for the quarter ended December 31, 2016, was placed before the Board at its Meeting held on February 9, 2017. This report shall be placed before the Board at its forthcoming Meeting.

For Edelweiss Financial Services Limited



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

April 13, 2017

**Details of Material related party transactions**
**Loans given to Subsidiaries :**
**In Rs. Crs**

Name of Related Party	Quarter ended 31 <sup>st</sup> March 2017	
	Loan given	Loan repaid
Edelweiss Commodities Services Limited	3,910	3,939

**Corporate Guarantees given to subsidiaries :**
**In Rs. Crs**

Name of Related Party	Quarter ended 31 <sup>st</sup> March 2017
	Corporate Guarantee utilised
Edelweiss Commodities Services Limited	1,850
Edelweiss Custodial Services Limited	595

