



## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

### Annexure - I

Name of the Listed Entity: - Edelweiss Financial Services Limited

1. Quarter ended :- March 31, 2019

#### I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/in dependent/ 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 Ramswamy		Executive	01/04/2017	--	1	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.	Kunnasagar Chinniah	Non-Executive - Independent	02/08/2017	Refer Note 1	2	5	1
Mr.	P. N. Venkatachalam	Non-Executive - Independent	02/08/2017	Refer Note 1	2	6	3
Mr.	Berjis Desai	Non-Executive - Independent	02/08/2017	Refer Note 1	6	9	4
Mr.	Navtej S. Nandra	Non-Executive - Independent	02/08/2017	Refer Note 1	1	2	--
Mr.	Biswanohan Mahapatra	Non-Executive - Independent	26/07/2018	Refer Note 2	2	5	2
Mr.	Sanjiv Misra#	Independent	02/08/2017	24/01/2019#	1	1	--

**Note -1** holds 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 2023.

SPAN number of any director would not be displayed on the website of Stock Exchange.

\*Category of directors means executive/non-executive/independent/Noninee. 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.

# Mr. Sanjiv Misra resigned from the Board of directors of the Company w.e.f the close of business hours of January 24, 2019.



<b>I. Composition of Committees</b>				
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)*</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Mr. P. N. Venkatachalam	Independent (Chairman)	11-10-2007	-
	Mr. Berjis Desai	Independent	15-07-2010	-
	Mr. Biswamohan Mahapatra	Independent	17-05-2017	-
	Mr. Sanjiv Misra	Independent	16-05-2011	24-01-2019
	Mr. Kunnasagaran Chinniah	Independent	03-05-2018	-
2. Nomination & Remuneration Committee	Mr. Berjis Desai	Independent (Chairman)	21-05-2010	-
	Mr. Kunnasagaran Chinniah	Independent	30-10-2013	-
	Mr. Navtej S. Nandra	Independent	26-07-2013	-
	Mr. Sanjiv Misra	Independent	16-05-2011	24-01-2019
	Mr. P. N. Venkatachalam	Independent (Chairman)	26-07-2013	-
3. Risk Management Committee	Mr. Biswamohan Mahapatra	Independent	17-05-2017	-
	Mr. Kunnasagaran Chinniah	Independent	30-10-2013	-
	Mr. Navtej S. Nandra	Independent	26-07-2013	-
	Mr. Sanjiv Misra	Independent	25-07-2011	24-01-2019
	Mr. Himanshu Kaji	Executive	09-11-2016	-
4. Stakeholders Relationship Committee	Mr. Berjis Desai	Independent (Chairman)	22-01-2010	-
	Mr. Kunnasagaran Chinniah	Independent	30-10-2013	-
	Mr. Venkatachalam	Executive	12-07-2007	-
	Ramaswamy			

\*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.



II. <u>Meeting of Board of Directors</u>			
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)	
October 26, 2018	January 24, 2019	89 days	

III. <u>Meeting of Committees</u>				
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*	
January 24, 2019 (Audit Committee)	Yes	October 26, 2018 (Audit Committee)	89 days	

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

IV. <u>Related Party Transactions</u>	
Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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.

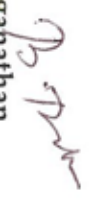


V. Affirmations

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The report for the quarter ended December 31, 2018, was placed before the Board at its Meeting held on January 24, 2019. This report shall be placed before the Board at its forthcoming Meeting.

VI. Details of material related party transactions - Nil

For Edelweiss Financial Services Limited

  
B. Rengathan  
Executive Vice President & Company Secretary

April 12, 2019

**Annexure II**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Edelweiss Financial Services Limited

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