



EDELWEISS FINANCIAL SERVICES LIMITED

CIN: L99999MH1995PLC094641

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098.

Phone: +91 22 – 4009 4400, Fax: +91 22 – 4086 3759,

Email: efsl.shareholders@edelweissfin.com, Website: www.edelweissfin.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the members of Edelweiss Financial Services Limited that the draft resolutions set out below shall be passed through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014 (the 'Rules') (including any statutory modification or re-enactment thereof for the time being in force) for:-

1. Issue of Securities; and
2. Increase in the limits of Equity holdings of Foreign Portfolio Investors ("FPIs") and Foreign Institutional Investors ("FIIs") upto an aggregate limit of 49% of the paid-up equity share capital of the Company.

The Explanatory Statement setting out the material facts is annexed to this Notice as required under Sections 102 and 110 of the Act. A Postal Ballot form is also enclosed in this regard. The Board of Directors of the Company has appointed Mr. B. Narasimhan, Practicing Company Secretary, Proprietor of M/s. B.N. & Associates, Company Secretaries, failing him, Mr. Prakash K. Pandya, Partner of M/s. BNP & Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

Please read the instructions provided in the Notes to the Notice and return the duly completed Postal Ballot Form in the enclosed self addressed Business Reply Envelope to the Scrutinizer on or before the close of the business hours i.e. 5.00 p.m. on Wednesday, November 1, 2017.

The resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms and Electronic Votes, if approved by the members with requisite majority.

The members are requested to consider and, if thought fit, pass the following resolutions as a Special Resolution:

DRAFT RESOLUTIONS:-

1. Issue of Securities

"RESOLVED that pursuant to the provisions of Sections 23, 41, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ('the Companies Act'), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ('the ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ('the FEMA'), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 ('the FCCBs Scheme, 1993'), to the extent applicable, the Depository Receipts Scheme, 2014 ('the DR Scheme, 2014'), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India ('GOI'), the Ministry of Corporate Affairs ('MCA'), the Reserve Bank of India ('RBI'), the Securities and Exchange Board

of India ('SEBI'), BSE Limited and National Stock Exchange of India Limited ('the Stock Exchanges'), and / or any other regulatory / statutory authorities, to the extent applicable and subject to the approvals, permits, consents and sanctions of any regulatory/ statutory authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include a committee constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time (including with provisions for reservations on firm and/or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares of the Company of face value ₹ 1 each ('the Equity Shares') and / or American Depository Receipts ('ADRs') and / or Global Depository Receipts ('GDRs') and / or other securities convertible into equity shares and / or Non-Convertible Debentures with or without warrants and /or Foreign Currency Convertible Bonds ('FCCBs') and /or a combination thereof, (hereinafter referred to as 'Securities') with or without premium, to be subscribed to in Indian and/or any foreign currency(ies), in one or more tranches for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise, for an aggregate amount upto ₹ 2,000 crore (Rupees Two Thousand Crore Only), in one or more tranches by way of Further Public Offer / Qualified Institutions Placement ('QIP') / Preferential Issue or any other method, to the eligible investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer / placement document / private placement offer letter and/or other letter or circular ('Offering Document/ Disclosure Document / Information Memorandum') on such terms and conditions, including the terms of the issue, type of Securities to be issued, fixing the record date, and at such price, as may be permitted under the applicable laws and/or as may be permitted by the relevant regulatory / statutory authority, in such manner as may be deemed appropriate by the Board at its absolute discretion and without requiring any further approval or consent from the members.

FURTHER RESOLVED that the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank *pari passu* inter-se and with the then existing Equity Shares of the Company in all respects.

FURTHER RESOLVED that in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VIII of the ICDR Regulations:

- i. the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time;
- ii. the relevant date for the purpose of pricing the Securities shall, subject to applicable law, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations, as amended; and
- iii. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations ('QIP Floor Price') and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

FURTHER RESOLVED that in the event the Securities are proposed to be issued, as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable laws including the provisions of the DR Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).

FURTHER RESOLVED that in the event the Securities are proposed to be issued as FCCBs, the pricing of the Securities and the relevant date, if any, shall be determined in accordance with the provisions of the FCCBs Scheme, 1993, to the extent applicable, issued by the Ministry of Finance and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).

FURTHER RESOLVED that the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees, consultants and all such other agencies / intermediaries as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandums, documents, etc. with such agencies and also to seek the listing of such Securities on the Stock Exchanges.

FURTHER RESOLVED that the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the issue, offer and allotment of Securities including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorising any Director or Officer of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue discounts as permitted under applicable law and all other terms and conditions of the Securities, signing of declarations, filing of necessary forms with regulatory authorities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

FURTHER RESOLVED that the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors or any Director or Officers of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper to give effect to aforesaid resolution.”

2. Increase in the limits of Equity holdings of Foreign Portfolio Investors (“FPIs”) and Foreign Institutional Investors (“FIIs”) upto an aggregate limit of 49% of the paid-up equity share capital of the Company

“RESOLVED that in supersession of the Special Resolution passed by the members of the Company on September 8, 2014 and pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof, from time to time) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be accorded to increase the limit of investments by Foreign Portfolio Investors (“FPIs”) and Foreign Institutional Investors (“FIIs”), on their own account and on behalf of their sub-accounts, provided that the Equity Shareholding(s) of all such FPIs and FIIs, on their own account and on behalf of their sub-accounts, shall not at any time exceed 49% of the total paid-up equity share capital of the Company.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things including making applications for such approvals/consents, as may be required, as it may, in its absolute discretion, deem necessary and with power to resolve and settle all questions and difficulties that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

Place: Mumbai

Date : September 26, 2017

Registered Office:

Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098.

For and on Behalf of the Board of Directors of

EDELWEISS FINANCIAL SERVICES LIMITED

B. Renganathan

Executive Vice President & Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the Act) setting out the material facts pertaining to the proposed resolutions are annexed hereto along with the Notice of Postal Ballot ('the Notice') for your consideration.
2. The Notice is being sent to all the members whose names appear in the Register of Members/List of Beneficial Owners as on the close of business hours on September 26, 2017 i.e. 'the cut-off date'. Accordingly, the members whose name appear in the Register of Members/List of Beneficial Owners, has been considered for the purpose of voting. The voting rights of members shall be in proportion to their shares held in the total paid up equity share capital of the Company as on the cut-off date i.e. September 26, 2017.
3. Pursuant to the provisions of Sections 108 and other applicable provisions, if any, of the Act, the rules framed thereunder, E-voting facility is provided to all the eligible members of the Company. The facility of casting vote by the members using electronic voting system will be provided by Central Depository Services (India) Limited ('CDSL'). Please note that E-voting is optional. The members are requested to read carefully the instructions given below before casting their vote electronically. A member can log in any number of times till the votes are cast on all the resolutions or till the end of the voting period, whichever is earlier.
4. The Postal Ballot Form and self-addressed Business Reply Envelope is enclosed for use of the members and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The members are requested to read carefully the instructions stated here under and return the form duly completed and signed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before 5:00 p.m. on Wednesday, November 1, 2017 failing which it shall be strictly treated as if no reply has been received from such members.
5. Only a member who is entitled to vote is entitled to exercise his/her/its vote through Postal Ballot or E-voting. The date of completion of dispatch of the Notice will be announced through Notice in newspapers and any recipient of this Notice who has no voting rights as on the date mentioned in point 2 above should treat the same as intimation only.
6. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot including voting by electronic means, the members may contact the Company Secretary at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098, Phone: +91 22 – 4009 4400, Fax: +91 22 – 4086 3759, Email: efsl.shareholders@edelweissfin.com
7. Kindly note that a member can opt any one mode for voting i.e. either through Physical Postal Ballot Form or E-voting. In case a member opts for E-voting, he cannot exercise his vote through Physical Postal Ballot Form and vice-versa. However, in case a members exercises his/her/its vote both by Physical Ballot and E-voting, then the voting done through E-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final.
8. The relevant documents pertaining to the above resolutions will be available for inspection at the Registered Office of the Company on any working day between 11:00 a.m. to 1:00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.
9. Copy of the Notice will be available on the website of the Company: www.edelweissfin.com till the last date specified by the Company for receipt of the Postal Ballot from the members.
10. The instructions for the Members voting electronically are as under:
 - (i) The voting period begins on Tuesday, October 3, 2017 at 9.00 a.m. and ends on Wednesday, November 1, 2017 at 5:00 p.m. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e September 26, 2017, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Members should log on to the E-voting website: www.evotingindia.com
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR 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. <ul style="list-style-type: none"> ● 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **‘EDELWEISS FINANCIAL SERVICES LIMITED’**
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) The Members can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.

xx. In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The instructions for members voting through physical “Postal Ballot” are as under:

A member desirous for exercising vote by physical Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne by the Company.

The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.

Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

The consent must be accorded by recording the assent in the column **FOR** and dissent in the column **AGAINST** by placing a tick mark (✓) in the appropriate box.

The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds, if:

- a) Postal Ballot Form other than one issued by the Company is used;
- b) the member’s signature does not tally;
- c) the member has put a tick mark (✓) in both the columns, that is, for Assent and also for Dissent to the resolution in such manner that the aggregate shares voted for Assent and Dissent exceed the total number of shares held;
- d) the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
- e) the member has imposed any condition while exercising his vote;
- f) the Postal Ballot Form is received torn or defaced or mutilated;
- g) any competent authority has given directions in writing to the Company to freeze the voting rights of the member.

The duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, November 1, 2017. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.

A member may request for a duplicate Postal Ballot Form, if so required by mentioning his/her Folio/DP ID and Client ID Number from Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083 (Tel: +91 22 4918 6270 E-mail: rnt.helpdesk@linkintime.co.in). However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Wednesday, November 1, 2017.

Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not act on the same.

12. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.edelweissfin.com and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE Limited and National Stock Exchange of India Limited (“the Exchanges”).

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013

As required under Section 102 and 110 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to Item No. 1 & 2 of the Notice dated September 26, 2017.

Item No. 1:

The Company together with its subsidiaries has been continuously diversifying in the financial services space. The Company in this pursuit has been consistently exploring various avenues for raising funds for various purposes including but not limited to augmenting its long term resources, general corporate purposes, etc. The requirement of funds is proposed to be met through issue of securities including but not limited to Equity Shares and/or American Depository Receipts ('ADRs') and / or Global Depository Receipts ('GDRs') and /or any other securities convertible into Equity Shares and / or Non Convertible Debentures with or without warrants and / or Foreign Currency Convertible Bonds ('Securities'), through Further Public Offer/ Qualified Institutions Placement ('QIP') / Preferential Issue / Rights Issue or through any other permissible mode or a combination thereof, as may be permitted under applicable laws, subject to approval of the members of the Company, if required and other appropriate approvals, for an aggregate amount of upto ₹ 2,000 crore (Rupees Two Thousand Crore Only), to the eligible investors.

As the aforesaid issue may result in issue of Securities by the Company to investors who may or may not be the members of the Company, the consent of the members through a Special Resolution is required pursuant to the provisions of Section 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('the ICDR Regulations') and other applicable laws for the time being in force. The detailed terms and conditions for the offer of Securities will be determined by the Board in consultation with the Advisors, Lead Managers, and such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

In view of the above, it is proposed to seek the approval of the members of the Company to authorise the Board to create, offer, issue and allot securities, in one or more tranches, to the eligible investors, as the Board may decide without the need for fresh approval from the members of the Company.

The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount as may be permitted under applicable law. The relevant date for the purpose of pricing the Securities shall, subject to applicable laws, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations.

The pricing of the Securities where the Securities are issued as ADRs/GDRs or FCCBs shall be determined in accordance with the provisions of the applicable laws, rules and regulations issued by relevant authorities.

The Equity Shares allotted would be listed on BSE Limited and National Stock Exchange of India Limited and in case of ADR/GDR, on overseas Stock Exchange(s). The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their equity shareholding in the Company, if any.

The Board recommends the resolution as set out in the Item No. 1 of the Notice for the approval of the members as a Special Resolution.

Item No 2:

In accordance with the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws, investment in the Equity Shares by Foreign Portfolio Investors ("FPIs") and

Foreign Institutional Investors (“FIIs”) including their sub-account(s) is limited to 24% of a Company’s paid-up equity share capital. The aforesaid limit of investment can be increased to the sectoral cap/statutory ceiling, as applicable, subject to the approval of the Board of Directors and through a Special Resolution passed by the Members of the Company.

The members of the Company approved a limit of investments by the FIIs and FPIs upto 40% of the paid up equity capital of the Company, vide a Special Resolution passed on September 8, 2014. As at September 22, 2017, FIIs & FPIs were holding in aggregate 26.16% of the paid-up equity share Capital of the Company.

The approval of the members is now sought for increase in the limits of Equity holdings of Foreign Portfolio Investors (“FPIs”) and Foreign Institutional Investors (“FIIs”) from 40% to 49%.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their equity shareholding in the Company, if any.

The Board recommends the resolution as set out in the Item No. 2 of the Notice for the approval of the members as a Special Resolution.

Place: Mumbai

Date : September 26, 2017

Registered Office:

Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098.

For and on Behalf of the Board of Directors of
EDELWEISS FINANCIAL SERVICES LIMITED

B. Renganathan
Executive Vice President & Company Secretary