

EW/Sec/2019/144

May 28, 2019

BSE Limited

P J Towers, Dalal Street,
Fort, Mumbai - 400 001.

Dear Sir,

Ref.:- Scrip Code:- 532922


Sub: Secretarial Compliance Report for the year ended March 31, 2019

Enclosed is the Secretarial Compliance Report pursuant to SEBI Circular (CIR/CFD/CMD1 /27/ 2019) dated February 8, 2019, issued by M/s BNP & Associates, Practicing Company Secretaries, for the year ended March 31, 2019.

Kindly take the same on record.

Thanking you,

For Edelweiss Financial Services Limited


B. Renganathan
Executive Vice President & Company Secretary

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Encl.: a/a

To
The Board of Directors
Edelweiss Financial Services Limited,
"Edelweiss House", Off : C S T Road,
Kalina, Mumbai – 400 098

Dear Sirs,

**Re : SECRETARIAL COMPLIANCE REPORT OF
EDELWEISS FINANCIAL SERVICES LIMITED FOR THE YEAR ENDED MARCH 31, 2019**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Edelweiss Financial Services Limited (" the listed entity"),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity ,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, to the extent applicable , including: -

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
- (d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (g) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014



and the circulars / guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity / its promoters/ directors/ material subsidiaries by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
NIL				



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
NIL				

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]



Place : Mumbai
Date : May 23, , 2019

A handwritten signature in black ink, appearing to read "B. Narasimhan".

B. Narasimhan
Partner
FCS 1303 / CP No. 10440
PR No : 544/2017