

ERCSL/Sec/2023-24/61

January 18, 2024

BSE Limited

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

Dear Sir/Madam,

Sub.: Corporate Governance Report for the quarter ended December 31, 2023

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report of the Company for the quarter ended December 31, 2023.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edelweiss Rural & Corporate Services Limited

Chirag Shah
Company Secretary

Encl: as above

Corporate Governance Report

1. Name of Listed Entity – Edelweiss Rural & Corporate Services Limited
2. Quarter ending – December 31, 2023

I. Composition of Board of Directors #												
Tit le (M r./ Ms.)	Name of the Director	PAN\$ & DIN	Category (Chair person /Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in Months)*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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)
Dr.	Vinodkumar Juneja	PAN: ADYYPJ0433B DIN: 00044311	Chairperson (Independent)	07-07-2017	19-08-2022	-	78	20-04-1949	2	2	10	2
Mr.	Ravindra Dhobale	PAN: ADKPD8304R DIN: 05147051	Executive Director & Chief Financial Officer	02-08-2022	-	-	-	14-11-1971	-	-	-	-
Ms.	Ananya Suneja	PAN: ADQPB5081M DIN: 07297081	Non-Executive	01-12-2020	-	-	-	13-06-1973	-	-	1	-

Edelweiss Rural & Corporate Services Limited

Corporate Identity Number: U45201TG2006PLC078157

Registered. Office: 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad 500 034 Tel No.: +91 40 40316900

Corporate Office: 4-A, 4th Floor, Emgeen Chambers, CST Road, Kalina, Santacruz (East), Mumbai – 400098 Tel. No.: +91 22 4079 5199

Email: cs@edelweissfin.com Website: www.ercls.edelweissfin.com

Tit le (M r./ Ms.)	Name of the Director	PAN\$ & DIN	Category (Chair person /Executive/ Non- Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re- app ointment	Date of Cessation	Tenure (in Months)*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities includingthis listed entity [in reference to proviso to regulation 17A(1)]	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.	Santosh Dadheech	PAN: AAJPD3951G DIN: 00196204	Non- Executive	23-01-2019	-	-	-	25-01-1965	-	-	-	-
Mr.	Nikhil Johari	PAN: AFNPJ6819E DIN: 01960539	Non- Executive	14-11-2020	-	-	-	15-12-1977	-	-	2	1
Mr.	Bharat Bakshi	PAN: AADPB5286G DIN: 07648220	Independent	27-05-2022	-	-	19	21-11-1960	-	-	4	1

Whether Regular chairperson appointed - **Yes**

Whether Chairperson is related to managing director or CEO - **No**

\$PAN 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.*

The amendments to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which were Notified on September 7, 2021, are being implemented in due course.

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II. Composition of Committees #					
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee Members</i>	<i>Category (Chairperson/Executive/ Non- Executive /Independent/ Nominee)\$\$</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Dr. Vinodkumar Juneja	Independent (Chairperson)	07-07-2017	-
		Mr. Bharat Bakshi	Independent	02-08-2022	-
		Mr. Nikhil Johari	Non-executive	14-11-2020	-
2. Nomination & Remuneration Committee	Yes	Dr. Vinodkumar Juneja	Independent (Chairperson)	07-07-2017	-
		Mr. Bharat Bakshi	Independent	02-08-2022	-
		Mr. Nikhil Johari	Non-executive	12-02-2021	-
3. Risk Management Committee	No	Dr. Vinodkumar Juneja	Independent	27-10-2021	-
		Ms. Ananya Suneja	Non-executive	27-10-2021	-
		Mr. Nikhil Johari	Non-executive	27-05-2022	-
		Mr. Chirag Shah	Company Secretary	07-11-2022	
		Mr. Ravindra Dhobale	Executive Director & Chief Financial Officer	22-05-2023	
4. Stakeholder's Relationship Committee	Yes	Mr. Nikhil Johari	Non-executive (Chairperson)	27-10-2021	-
		Dr. Vinodkumar Juneja	Independent	27-10-2021	-
		Ms. Ananya Suneja	Non-executive	27-10-2021	-
\$\$ 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					
# The amendments to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which were Notified on September 7, 2021, are being implemented in due course.					
III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
02-08-2023	-	-	-	-	-
	07-11-2023	Yes	6	2	96
* to be filled in only for the current quarter meetings					

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IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* Yes/No</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee					
-	-	-	-	02-08-2023	-
07-11-2023	Yes	3	2	-	96
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
** to be filled in only for the current quarter meetings					

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the 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.	

Details of Cyber Security Incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015, there has been cyber security incidents or breaches or loss of data or documents during the quarter.			No
Date of Event	Not Applicable	Brief details of event	Not Applicable

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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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.
- # The amendments to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which were Notified on September 7, 2021, are being implemented in due course.

For Edelweiss Rural & Corporate Services Limited

Chirag Shah
Company Secretary
Place: Mumbai
Date: January 18, 2024

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