

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS FINANCIAL SERVICES LIMITED WILL BE HELD ON THURSDAY, JULY 26, 2018 AT 1.30 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF C.S.T. ROAD, KALINA, MUMBAI – 400 098 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt:-
 - a. the audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of the Board and the Auditors thereon; and
 - b. the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Ms. Vidya Shah (DIN 00274831) who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Himanshu Kaji (DIN 00009438) who retires by rotation and, being eligible, offers himself for re-appointment.

5. Appointment of the Auditors

- (A) To fill in the casual vacancy

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that in accordance with the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder, as amended from time to time, approval of the Members of the Company be and is hereby accorded for the appointment of M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005) as the Auditors of the Company, with effect from May 23, 2018, in the casual vacancy caused by the resignation of M/s Price Waterhouse, Chartered Accountants LLP (Firm Registration No. 012754N/N500016), to hold the office till the conclusion of this Annual General Meeting, at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take steps as may be considered necessary and expedient to give effect to this Resolution.”

- (B) For a term of five years

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder, as amended from time to time, approval of the Members of the Company be and is hereby accorded for the appointment of M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005), as the Auditors of the Company, for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting to be held in the year 2023, at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take steps as may be considered necessary and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

6. Re-appointment of Mr. Biswamohan Mahapatra as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, as amended from time to time, Mr. Biswamohan Mahapatra (DIN 06990345), a Non-Executive Director of the Company, who has given a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who holds the office till the conclusion of this Annual General Meeting, being eligible, be and is hereby re-appointed as an Independent Director of the Company, for a period of 5 years till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2023.”

7. Continuation of Directorship of Mr. P. N. Venkatachalam as an Independent Director - Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and all other applicable statutes, if any, consent of the Members be and is hereby accorded to Mr. P. N. Venkatachalam, a Non - Executive Director of the Company, who shall be attaining the age of 75 years in March, 2019, to continue as an Independent Director of the Company.

8. Holding of office or place of profit by Ms. Vidya Shah

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014, as amended and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Rules made thereunder and all other applicable statute, if any, consent of the Members be and is hereby accorded for the appointment of Ms. Vidya Shah, a Director of the Company and spouse of Mr. Rashesh Shah, the Chairman, Managing Director & CEO of the Company, for holding office or place of profit as an employee of Edelweiss Finance & Investments Limited (a wholly owned subsidiary of the Company) or in any other subsidiary or in the Company, with effect from August 1, 2018, for a period of 5 years on the terms and conditions as agreed with a Basic Salary not exceeding ` 1 crore per annum plus a Bonus not exceeding ` 1.2 crore along with applicable perquisites and other allowances.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient and to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**For and on behalf of the Board of Directors
EDELWEISS FINANCIAL SERVICES LIMITED**

**B. Renganathan
Executive Vice President & Company Secretary
(FCS2922)**

May 23, 2018

Registered Office:

Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098.
CIN No.: L99999MH1995PLC094641
Email: efsl.shareholders@edelweissfin.com

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of certain items to be transacted at the Annual General Meeting (AGM/Meeting) is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting, along with the Annual Report.
4. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as an Annexure to the Notice.
5. Documents, if any, referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Act, are open for inspection between 2.00 p.m. to 4.00 p.m. on all working days upto the date of the AGM at the Registered Office of the Company and will also be available at the venue of the AGM.

6. **Book Closure**

The Register of Members and the Share Transfer Books of the Company will remain closed from July 20, 2018 to July 25, 2018 (both days inclusive).

7. **Nomination Facility**

The Members holding the shares in physical form may obtain the Nomination Form from the Company's Registrar & Share Transfer Agent.

8. Members are requested to note that dividends not claimed or encashed within 7 years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Act.
9. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that the required information can be made available.

10. **Green Initiative**

- a) copies of the Annual Report of the Company for the financial year ended March 31, 2018 are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Members may also note that Notice and Explanatory Statement are also available on the website of the Company i.e. www.edelweissfin.com

- b) the Members who have not updated their e-mail addresses are requested to update the same with their respective Depository Participant(s) or communicate their e-mail addresses to the Registrar and Share Transfer Agent or the Company, to enable the Company to send future communications in electronic mode. Members are requested to send a signed letter, communicating their Name, Folio No./DP ID Client ID and e-mail address either by e-mail (scanned copy) to rnt.helpdesk@linkintime.co.in or send a hard copy thereof to them. Alternatively, the Members can also update their e-mail addresses with Company by sending an e-mail to efsl.shareholders@edelweissfin.com

11. **National Electronic Clearing Services (NECS) facility**

To avoid loss of dividend warrants in transit and undue delay in respect of receipt thereof, the dividend will be credited through NECS facility at the locations identified by the Reserve Bank of India and the Members holding shares in physical form and who are desirous of availing this facility are requested to contact the Registrar & Share Transfer Agent of the Company and the Members holding shares in electronic form are requested to contact their respective Depository Participants.

12. **Bank Mandates**

In order to avoid fraudulent encashment of the dividend warrants, Members holding shares in physical form are requested to intimate the Registrar & Share Transfer Agent under the signature of the Sole/First holder, the following information to be incorporated on the Dividend Warrants:

- I. Name of the Sole/First holder and the folio number
- II. Particulars of Bank Account viz.,
 - a) Name of the Bank
 - b) Name of the Branch
 - c) Complete address of the Branch with Pin code
 - d) Bank Account Number allotted by the Bank.

13. In respect of the matters pertaining to Bank details, NECS mandates, nomination, power of attorney, change in name/address, etc., the Members are requested to approach:

- the Company's Registrar & Share Transfer Agent, in case of shares held in physical form; and
- the respective Depository Participants, in case of shares held in electronic form.

In any correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their account/ Folio numbers or DP ID and Client ID in respect of physical or electronic holdings, respectively.

14. **E-voting**

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting services. The facility of casting votes by the Members using an electronic voting system ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

- II. The facility for casting vote through polling paper shall be made available at the Meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall ONLY be able to exercise their voting right at the meeting.
- III. The Members who had cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The voting period begins on July 23, 2018 at 9:00 a.m. and ends on July 25, 2018 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Procedure for e-Voting as prescribed by NSDL:

For Members whose e-mail addresses are registered with the Company/Depositories:

Open the e-mail received from NSDL and follow instructions mentioned therein to cast your vote.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1: How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholders” section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is A00005 and EVEN is 108341 then user ID is 108341A00005

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password” you need to enter the “initial password” and the system will force you to change your password.
 - c) How to retrieve your “initial password”?
 - (i) If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
 - (ii) If your email ID is not registered, your “initial password” is communicated to you through post at your registered address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL), option is available on www.evoting.nsdl.com
 - b) Click on “Physical User Reset Password?” (If you are holding shares in physical mode), option is available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, PAN, name and registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful log-in at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Edelweiss Financial Services Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to “bn@bnp-associates.com” with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990 or send a request at evoting@nsdl.co.in

Members may also send their queries relating to e-Voting to Mr. Mandar Gaikwad, Assistant Manager, NSDL, at E-mail id: evoting@nsdl.co.in or call Toll Free No.: 1800-222-990 / Tel. No.: 022-2499 4559.

15. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, July 19, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User-ID and Password for casting the vote.
16. The voting rights of Members shall be in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date.
17. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through polling paper.
18. Mr. B. Narasimhan, Proprietor, M/s. B.N. & Associates, Company Secretaries, failing him, Mr. Prakash K. Pandya, Partner of M/s. BNP & Associates, Company Secretaries have been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. 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 NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

ANNEXURE TO THE NOTICE DATED MAY 23, 2018

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5(A) & 5(B):-

(The explanation for this item is given for the information of the Members, though strictly not required as per Section 102 of the Companies Act, 2013)

The Members of the Company at the 22nd Annual General Meeting ('AGM') held on August 2, 2017, had approved the appointment of M/s. Price Waterhouse, Chartered Accountants LLP (PwC), as the Auditors of the Company for a term of five years, till the conclusion of the 27th AGM to be held in the year 2022.

PwC has since tendered their resignation as the Auditors of the Company, expressing their inability to continue as the Auditors due to other time bound and compelling assignments, resulting in a casual vacancy in the office of the Auditors of the Company, with effect from May 22, 2018, as per Section 139(8) of the Companies Act, 2013 ('the Act').

In accordance with aforesaid provision of the Act, the casual vacancy caused by the resignation of Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the Members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and the confirmation received from M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005) ('SRB') on their eligibility, the Board recommends to the Members the appointment of SRB, as the Auditors of the Company:

- (a) to fill the casual vacancy caused by the resignation of PwC and to hold the office up to the conclusion of this AGM; and
- (b) for a period 5 years from the conclusion of this AGM till the conclusion of the 28th AGM of the Company to be held in the year 2023.

Brief Profile of S. R. Batliboi & Co. LLP:

S.R. Batliboi & Co. LLP (Firm Registration No. : 301003E/E300005), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1949 and is a limited liability partnership firm (LLP) incorporated in India. Its Registered Office is at 22, Camac Street, Kolkata and has 13 branch offices in various cities in India. The Audit Firm has valid Peer Review certificate and is part of S.R. Batliboi & Affiliates network of firms. The Audit Firm primarily renders audit and assurance services to its clients engaged in Financial Services, Technology, Media, Communication and Industrial, Infrastructure and Consumer Products and its presence spans across various cities in India with 81 partners and over 3,300 professionals.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in Item Nos. 5(A) & 5(B) of the Notice.

ITEM NO. 6:-

The Members of the Company had appointed Mr. Biswamohan Mahapatra as an Independent Director of the Company at the Annual General Meeting of the Company held on July 21, 2015, to hold office till the conclusion of this Annual General Meeting.

Pursuant to Section 149(10) of the Companies Act, 2013, Independent Directors can be re-appointed by passing a Special Resolution.

A brief profile of Mr. Biswamohan Mahapatra is as under:

Mr. Biswamohan Mahapatra

Mr. Biswamohan Mahapatra's career spans over three decades. He retired as an Executive Director of Reserve Bank of India (RBI) in August 2014. At RBI, he was in charge of banking regulation, policy, and supervision. Post retirement, he was an Advisor to RBI on the new bank licensing process. He has represented RBI at various national and international forums and chaired several RBI committees. He was also the Member-Secretary to the Committee set up to introduce a financial holding company in India and was also involved in the formulation of Basel II and Basel III regulations. He also serves as an Independent Director on the Boards of various companies. Recently, he was appointed as the Non-Executive Chairman of National Payments Corporation of India.

He completed his Master of Science in Management (MSM) from Arthur D. Little Management Education Institute, Cambridge, and MBA from University of Delhi.

Based on the performance evaluation, the recommendation of the Nomination and Remuneration Committee and considering the qualifications, experience and the valuable contribution being made by Mr. Biswamohan Mahapatra, the Board recommends the re-appointment of Mr. Biswamohan Mahapatra as an Independent Director for a further term of 5 years, who shall hold office until the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2023 as mentioned in Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Biswamohan Mahapatra is concerned or interested in Item No. 6 of the Notice.

ITEM NO. 7:-

Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members of the Company, by means of a Special Resolution is required for appointment or continuation of directorship of any person as a non-executive Director who has attained/ attaining the age of 75 years.

Mr. P. N. Venkatachalam, who was re-appointed as an Independent Director of the Company, to hold office for the second term of 5 years till the Annual General Meeting to be held in the year 2022, shall be attaining the age of 75 years in March 2019 and hence would require the approval of the Members of the Company by means of a Special Resolution for continuation as an Independent Director of the Company. Considering the experience and the valuable contribution being made by Mr. P. N. Venkatachalam, the Board recommends passing the Special Resolution as set out in Item No. 7 of the Notice.

A brief profile of Mr. P. N. Venkatachalam is as under:

Mr. P. N. Venkatachalam

Mr. P. N. Venkatachalam has over four decades of experience in the banking sector in India and abroad. He has also worked in the software industry in banking & finance verticals. He joined State Bank of India in 1967 and retired in 2004 as its Managing Director. He was also a Member of the Interim Pension Fund Regulatory Authority of India.

He holds a Master's Degree in Economics and is a Certified Associate from the Indian Institute of Bankers.

None of the Directors, Key Managerial Personnel and their relatives except Mr. P. N. Venkatachalam is concerned or interested in Item No. 7 of the Notice.

ITEM NO. 8:-

Ms. Vidya Shah, a Non-Executive Director of the Company and Spouse of Mr. Rashesh Shah, Chairman, Managing Director & CEO of the Company, being an employee of Edelweiss Finance & Investment Limited, a wholly owned subsidiary, of the Company, is considered to be holding the office or place of profit under Section 188 of the Companies Act, 2013 ('the Act'). The Member of the Company at their meeting held on July 21, 2015 had accorded their consent for holding the office or place of profit by Ms. Vidya Shah till July 31, 2018. Pursuant to the provisions of the aforesaid Section read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members is required for payment of remuneration in excess of the limits prescribed under the aforesaid provisions of the Act. As the proposed remuneration will be in excess of the prescribed limits under the Act, the approval of the Members is being sought for the same.

The other related information as required under the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

Name of the Related Party	Ms. Vidya Shah Brief Profile: Ms. Vidya Shah is associated with Edelweiss since 2000. She was the Chief Financial Officer of the Company and oversaw various important functions such as Finance, Human Resources and Administration. She spent the first 11 years of her career in investment banking with companies like ICICI, Peregrine and NM Rothschild, where she advised corporations in fund raising and M&A transactions. She holds a Bachelor's degree in Commerce and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. She is presently Senior Executive President of Edelweiss Finance & Investments Limited (a wholly owned subsidiary of the Company) and is also responsible for the philanthropic activities of the Edelweiss Group through EdelGive Foundation. EdelGive Foundation supports NGOs with an array of services in Education, Livelihood, Women Empowerment etc. through funding, capacity building and building linkages to philanthropic capital providers. Under the leadership of Ms. Vidya, the Foundation has come to be recognised and respected for effecting social change and transformation across India and partners with nearly 150 NGOs and supports approximately ₹ 1.5 billion of investments through grants. Ms. Vidya is also on the Boards of various non-profit organisations, providing strategic guidance.
Name of the Director or key managerial personnel who is related, if any	Ms. Vidya Shah is the spouse of Mr. Rashesh Shah, the Chairman, Managing Director & CEO.
Nature of Relationship	As aforesaid.
The nature, material terms, monetary value and particulars of the contract or arrangement	As per resolution no. 8 of this AGM notice.
Any other information relevant or important for the Members to take a decision on the proposed resolution	None

Considering her qualification, experience, contribution to the CSR Activities and various function of the Group and the remuneration being commensurate, the Board recommends passing the Ordinary Resolution as set out in Item No. 8 of the Notice.

None of the Directors and Key Managerial Personnel and their relatives, except Ms. Vidya Shah and Mr. Rashesh Shah is concerned or interested in item No. 8 of the Notice.

**For and on behalf of the Board of Directors
EDELWEISS FINANCIAL SERVICES LIMITED**

**B. Renganathan
Executive Vice President & Company Secretary
(FCS2922)**

May 23, 2018

Registered Office:

Edelweiss House,

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

CIN No.: L99999MH1995PLC094641

Email: efsl.shareholders@edelweissfin.com

.Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars	Ms. Vidya Shah	Mr. Himanshu Kaji
Age	51 years	52 years
Date of first Appointment	August 1, 2014	November 1, 2011
Experience in functional Area	Over two and half decades of experience in the financial services.	More than three decades of experience in the financial services.
Qualification	Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.	1. Member of the Institute of Chartered Accountants of India 2. Post-Graduate Diploma in Securities Law
Terms and conditions of appointment / re-appointment	Appointed as a Non-Executive Director w.e.f. July 21, 2015, liable to retire by rotation.	Appointed for a period of 5 years w.e.f. November 1, 2014
Remuneration to be paid	Entitled for payment of commission	Entitled for payment of Salary, perquisites and bonus as approved by the Members
Remuneration last drawn	-	Refer Corporate Governance Report forming part of the Annual Report
No. of Board meetings attended during the year	5	5
Directorship in other Companies (Public Limited Companies)	1. Edelweiss Asset Reconstruction Company Limited 2. ECL Finance Limited	1. ECL Finance Limited 2. Edelweiss Tokio Life Insurance Company Limited 3. Edelweiss Trusteeship Company Limited
Membership/ Chairmanship of Committees of other public limited companies (Audit Committee and Shareholders/ Investors Grievance Committee only)	1. ECL Finance Limited – Member (Audit Committee and Stakeholders Relationship Committee)	1. Edelweiss Trusteeship Company Limited – Member (Audit Committee)
Disclosure of relationships between directors inter-se	Ms. Vidya Shah is the spouse of Mr. Rashesh Shah, the Chairman, Managing Director & CEO.	None
No. of shares held in the Company	3,50,31,200 Equity Shares	30,37,500 Equity Shares

Particulars	Mr. Biswamohan Mahapatra
Age	63 years
Date of first Appointment	March 26, 2015
Experience in functional Area	More than three decades of experience in the banking sector.
Qualification	1. Master of Science in Management (MSM) degree from the Arthur D. Little Management Education Institute, Cambridge. 2. MBA from University of Delhi
Terms and conditions of appointment / re-appointment	Re-appointment for a period of 5 years from the conclusion of this AGM till the conclusion of the 28 th AGM to be held in the year 2023.
Remuneration to be paid	Independent Directors are entitled to sitting fees for attending meetings of the Board & Committees thereof and also commission
Remuneration last drawn	Refer Corporate Governance Report forming part of the Annual Report
No. of Board meetings attended during the year	4
Directorship in other Companies (Public Limited Companies)	1. Gruh Finance Limited 2. ECL Finance Limited 3. Ujjivan Small Finance Bank Limited 4. Edelweiss General Insurance Company Limited
Membership/Chairmanship of Committees of other public limited companies (Audit Committee and Shareholders/ Investors Grievance Committee only)	1. Gruh Finance Limited – Chairman (Audit Committee) 2. Ujjain Small Finance Bank Limited – Member (Audit Committee) 3. ECL Finance Limited – Member (Audit Committee) 4. Edelweiss General Insurance Company Limited – Member (Audit Committee)
Disclosure of relationships between directors inter-se	None
No. of shares held in the Company	Nil

Particulars	Mr. P N Ventkatachalam
Age	74 years
Date of first Appointment	August 9, 2007
Experience in functional Area	More than four decades of experience in the banking sector.
Qualification	1. Master's Degree in Economics 2. Certified Associate from the Indian Institute of Bankers
Terms and conditions of appointment / re-appointment	Re-appointed for a period of 5 years at the AGM held on August 2, 2017 to hold office till the conclusion of 27 th AGM to be held in the year 2022
Remuneration to be paid	Independent directors are entitled to sitting fees for attending meetings of the Board & Committees thereof and also commission
Remuneration last drawn	Refer Corporate Governance Report forming part of the Annual Report
No. of Board meetings attended during the year	5
Directorship in other Companies (Public Limited Companies)	1. ECL Finance Limited 2. Edelweiss Finance & Investments Limited 3. Sundaram Finance Limited 4. UTI Asset Management Company Limited 5. UTI Retirement Solutions Limited 6. Edelweiss Tokio Life Insurance Company Limited 7. Sundaram BNP Paribas Home Finance Limited 8. Edelweiss Housing Finance Limited 9. Edelweiss Asset Reconstruction Company Limited
Membership/Chairmanship of Committees of other public limited companies (Audit Committee and Shareholders/ Investors Grievance Committee only)	1. ECL Finance Limited - Chairman (Audit Committee) 2. ECL Finance Limited- Member (Stakeholders Relationship Committee) 3. Edelweiss Finance & Investments Limited - Chairman (Audit Committee) 4. UTI Asset Management Company Ltd. - Chairman (Audit Committee) 5. UTI Retirement Solutions Limited - Member (Audit Committee) 6. Edelweiss Housing Finance Limited - Member (Audit Committee) 7. Edelweiss Tokio Life Insurance Company Limited - Member (Audit Committee)
Disclosure of relationships between directors inter-se	None
No. of shares held in the Company	2,70,000 Equity Shares

**For and on behalf of the Board of Directors
EDELWEISS FINANCIAL SERVICES LIMITED**

**B. Renganathan
Executive Vice President & Company Secretary
(FCS2922)**

May 23, 2018

Registered Office:

Edelweiss House,

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

CIN No.: L99999MH1995PLC094641

Email: efsl.shareholders@edelweissfin.com

Route Map of the Venue of the
23rd ANNUAL GENERAL MEETING OF EDELWEISS FINANCIAL SERVICES LIMITED - July 26, 2018

AGM Venue:

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

Prominent Landmark: University of Mumbai, Kalina

