

**KBNT**  
**& ASSOCIATES**  
**Company Secretaries**

3, Lima Villa, TPS VI, Road No. 2, Behind Milan Mall, Santacruz West, Mumbai - 400 054.  
Tel.: +91 - 22 26127186 • Fax: +91 - 22 26127186 • E-mail: info@kbnt.in • Website : www.kbnt.in

To,  
The Chairman & Managing Director,  
**Edelweiss Financial Services Limited**  
Edelweiss House, Off CST Road,  
Kalina, Mumbai – 400 098.

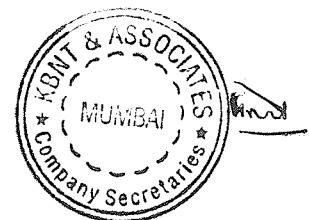
Dear Sir,

**Report of the Scrutinizer in respect of Resolutions proposed  
vide Postal Ballot Notice dated August 4, 2014**

The Board of Directors of Edelweiss Financial Services Limited (“Edelweiss”/“the Company”) has in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) sought the consent of Members of the Company for the following Special Resolutions by means of a Postal Ballot:-

1. authorising the Board of Directors of the Company to borrow moneys in excess of the paid-up share capital and free reserves of the Company upto Rs. 10,000 crores and to secure repayment thereof, under Section 180 of the Companies Act, 2013;
2. authorising the Board of Directors of the Company to make loans to any person or other bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of any body corporate, upto Rs. 10,000 crores, under Section 186 of the Companies Act, 2013;
3. authorising the Board of Directors of the Company to issue of Non-convertible Debentures upto Rs. 1,000 crores on a private placement basis pursuant to Section 42 of the Companies Act, 2013; and
4. enabling Foreign Institutional Investors (“FIIs”) registered with the Securities and Exchange Board of India (“SEBI”) to acquire and hold, on their own account and on behalf of their SEBI approved sub-accounts, Equity Shares of the Company, upto 40% of the total paid-up Equity Share Capital of the Company.

For this purpose Keyoor Bakshi, Partner, KBNT Associates, Practicing Company Secretary, the Scrutinizer, was appointed as the Scrutinizer by the Company on August 4, 2014.



The Company has made the arrangements with the System Provider viz. Central Depository Services (India) Limited (CDSL) for providing a system of recording votes of the Members electronically through e-voting and has set up the e-Voting facility on CDSL website, <https://www.evotingindia.com>. The Company has also uploaded on its website [www.edelweissfin.com](http://www.edelweissfin.com) the Postal Ballot Notice dated August 4, 2014.

The necessary instructions with regard to e-voting to be followed by the Members of the Company have also been duly mentioned in the Postal Ballot Notice dated August 4, 2014 sent to the Members through courier and email, wherever email IDs were available. The dispatch and email of the postal ballot notice along with Postal ballot form and self addressed postage prepaid Business Reply Inland Letter were completed on August 9, 2014. For this purpose, August 1, 2014 was fixed as the Cut -off Date.

As per Rule 22 of the Rules an advertisement was published by the Company in Mumbai edition of "Free Press Journal", English newspaper in English language, and "Navshakti", Marathi Newspaper in Marathi language, on August 6, 2014, informing about the completion of dispatch of the Postal Ballot Notices, both by courier and by email, wherever applicable, to the Members along with other related matters mentioned therein.

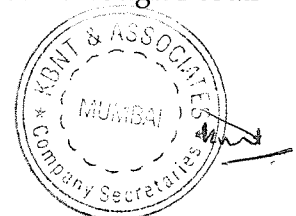
I further report that as stated in the Notice sent to the Members, the Company had fixed 6:00 p. m. on September 8, 2014 as the last date for receipt of Postal Ballots Forms and for E-voting.

I report that I have received the Postal Ballot Forms from the Members during the period starting from Saturday, August 9, 2014 till Monday September 8, 2014. All the Postal Ballot Forms together with all votes cast through E-voting up to 6:00 P.M. September 8, 2014, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for scrutiny.

The Postal Ballot Forms received after 6.00 p.m. of September 8, 2014 were not considered for scrutiny.

The details provided in the Postal Ballot forms and signature of the Members therein, were verified with the records of the Members maintained by the Company's RTA. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Forms, nor any envelopes without any contents.

The details of e-voting exercised by the Members as also the votes exercised through Postal Ballots Forms were duly compiled.



On scrutiny, I report that 149 Members out of 131,167 Members have exercised their votes through e-Voting and 17 Members have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the items placed for consideration by the Members are given below.

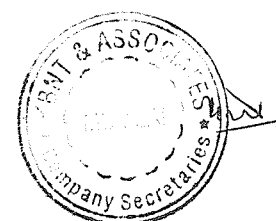
You may accordingly declare the result of the voting conducted through Postal Ballot.

**Summary and results of the Postal Ballot**

**Resolution No. 1:-** To authorise the Board to borrow moneys in excess of the paid-up share capital and free reserves of the Company upto Rs. 10,000 crores and to secure repayment thereof, under Section 180 of the Companies Act, 2013 (Special Resolution)

Total no. of shareholders as on August 1, 2014	131,167		
Total no. of shares as on August 1, 2014	777,620,488		
Receipt of Postal Ballot Forms and e-Voting	166		
		Number of Votes	Number of shares
Total votes cast through e-voting	A	149	391,785,203
Total votes cast through Postal Ballot Forms received	B	17	95,272,563
Grand Total of e-voting/Postal Ballot Form (A+B)	C	166	487,057,766
Less: Invalid e-voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	-	-
Net e-voting /Postal Ballot Forms (C-D)	E	166	487,057,766

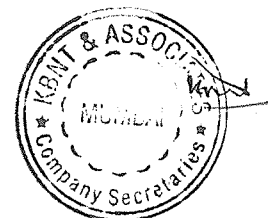
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	285,715,690	282,426,330	98.849%	282,426,330	-	100.000%	0.000%
Public Institutional Holders	188,466,473	29,965,333	15.900%	29,965,333	-	100.000%	0.000%
Public-Others	303,438,325	174,666,103	57.562%	174,657,572	8,531	99.995%	0.005%
<b>Total</b>	<b>777,620,488</b>	<b>487,057,766</b>	<b>62.634%</b>	<b>487,049,235</b>	<b>8,531</b>	<b>99.998%</b>	<b>0.002%</b>



**Resolution No. 2:-** To authorise the Board to make loans to any person or other bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of any body corporate, upto Rs. 10,000 crores, under Section 186 of the Companies Act, 2013 (Special Resolution)

Total no. of shareholders as on August 1, 2014	131,167		
Total no. of shares as on August 1, 2014	777,620,488		
Receipt of Postal Ballot Forms and e-Voting	166		
		Number of Votes	Number of shares
Total votes cast through e-voting	A	149	391,785,203
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Grand Total of e-voting/Postal Ballot Form (A+B)	C	166	487,057,766
Less: Invalid e-voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	-	-
Net e-voting /Postal Ballot Forms (C-D)	E	166	487,057,766

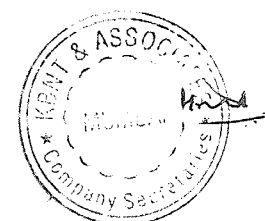
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	285,715,690	282,426,330	98.849%	282,426,330	-	100.000%	0.000%
Public Institutional Holders	188,466,473	29,965,333	15.900%	27,008,029	2,957,304	90.131%	9.869%
Public-Others	303,438,325	174,666,103	57.562%	174,656,492	9,611	99.994%	0.006%
<b>Total</b>	<b>777,620,488</b>	<b>487,057,766</b>	<b>62.634%</b>	<b>484,090,851</b>	<b>2,966,915</b>	<b>99.391%</b>	<b>0.609%</b>



**Resolution No. 3:-** To authorise the Board to issue Non-convertible Debentures upto Rs. 1,000 crores on a private placement basis pursuant to Section 42 of the Companies Act, 2013 (Special Resolution)

Total no. of shareholders as on August 1, 2014	131,167	
Total no. of shares as on August 1, 2014	777,620,488	
Receipt of Postal Ballot Forms and e-Voting	165	
	Number of Votes	Number of shares
Total votes cast through e-voting	A 148	391,785,123
Total votes cast through Postal Ballot Forms received	B 17	95,272,563
Grand Total of e-voting/Postal Ballot Form (A+B)	C 165	487,057,686
Less: Invalid e-voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D -	-
Net e-voting /Postal Ballot Forms (C-D)	E 165	487,057,686

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	285,715,690	282,426,330	98.849%	282,426,330	-	100.000%	0.000%
Public Institutional Holders	188,466,473	29,965,333	15.900%	29,965,333	-	100.000%	0.000%
Public-Others	303,438,325	174,666,023	57.562%	174,657,392	8,631	99.995%	0.005%
<b>Total</b>	<b>777,620,488</b>	<b>487,057,686</b>	<b>62.634%</b>	<b>487,049,055</b>	<b>8,631</b>	<b>99.998%</b>	<b>0.002%</b>



**Resolution No. 4:-**

To enable Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") to acquire and hold, on their own account and on behalf of their SEBI approved sub-accounts, Equity Shares of the Company, upto 40% of the total paid-up Equity Share Capital of the Company (Special Resolution)

Total no. of shareholders as on August 1, 2014	131,167		
Total no. of shares as on August 1, 2014	777,620,488		
Receipt of Postal Ballot Forms and e-Voting	165		
		Number of Votes	Number of shares
Total votes cast through e-voting	A	148	391,785,153
Total votes cast through Postal Ballot Forms received	B	17	95,272,563
Grand Total of e-voting/Postal Ballot Form (A+B)	C	165	487,057,716
Less: Invalid e-voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	-	-
Net e-voting /Postal Ballot Forms (C-D)	E	165	487,057,716

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	285,715,690	282,426,330	98.849%	282,426,330	-	100.000%	0.000%
Public Institutional Holders	188,466,473	29,965,333	15.900%	29,965,333	-	100.000%	0.000%
Public-Others	303,438,325	174,666,053	57.562%	174,647,502	18,551	99.989%	0.011%
<b>Total</b>	<b>777,620,488</b>	<b>487,057,716</b>	<b>62.634%</b>	<b>487,039,165</b>	<b>18,551</b>	<b>99.996%</b>	<b>0.004%</b>



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As per the consolidated results of the Postal Ballot, Resolutions 1 to 4 of the Notice of the Postal Ballot, are passed with requisite majority.

As per the Postal Ballot Notice dated August 4, 2014, the results will be declared at the Registered Office of the Company on Wednesday, September 10, 2014 at 4:00 pm. The same will also be displayed on the Company's website [www.edelweissfin.com](http://www.edelweissfin.com) and published in newspapers and communicated to the stock exchanges where the Company's shares are listed.

I further report that as per the Rules, postal ballots and other records maintained by me in connection with the Postal Ballot are in my safe custody which will be handed over to the Company Secretary.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.



A handwritten signature in black ink, appearing to read "Keyoor Bakshi".

**Keyoor Bakshi**  
**(Scrutinizer)**  
**Partner -KBNT & Associates,**  
**Company Secretaries**

**Date: September 10, 2014**  
**Place: Mumbai**