

EW/Sec/2020/231

September 28, 2020

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.

Dear Sir,

Ref.:- Symbol:- EDELWEISS

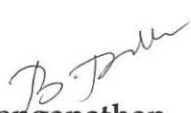
Sub: Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Combined Scrutinizer's Report on Remote e-voting and voting during the 25th Annual General Meeting ('AGM') of the Company held on Monday, September 28, 2020 is enclosed.

All the resolutions were passed with requisite majority on September 28, 2020.

Kindly take the same on record.

For Edelweiss Financial Services Limited


B. Renganathan

Executive Vice President & Company Secretary

Encl. a/a

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted during
the 25th Annual General Meeting of EDELWEISS FINANCIAL SERVICES Limited
held on Monday, September 28, 2020**

To,
The Chairman,
EDELWEISS FINANCIAL SERVICES LIMITED

Sub.: E-voting Results of the Resolution(s) passed at the 25th Annual General Meeting (AGM) of the Equity Shareholders of EDELWEISS FINANCIAL SERVICES LIMITED held on Monday, September 28, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) held at 4.00 pm (IST) in compliance with the General Circulars No. 20/2020 dated May 5, 2020, read with Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars").

I, B. Narasimhan, Proprietor of B N & Associates, Companies Secretaries, have been appointed by the Board of Directors of EDELWEISS FINANCIAL SERVICES Limited (*hereinafter referred to as the "Company"*) at its Meeting held on 27th August, 2020, as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 25th AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the **MCA & SEBI Circulars** issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The **MCA & SEBI Circulars** provide for relaxation in the conduct of the AGM, sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 pandemic. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **MCA & SEBI Circulars**.

Report on e-Voting Scrutiny:

The Company had appointed National Securities Depository Limited ('NSDL') as the **e-Voting Service Provider ('EVSP')**, for the purpose of providing the facility of remote e-Voting to the Members of the Company and extending the same during the AGM. Link Intime India Private Limited are the Registrar and Transfer Agents ('RTA') of the Company.

- The EVSP had provided a system for recording the votes of the Members electronically through remote e-voting as well as during the meeting on all the items of the business



sought to be transacted in the 25th AGM of the Company, which was held on Monday, 28th September, 2020.

- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also it's Service Provider and also on the websites of Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through e-Voting), was restricted to scrutinize the e-Voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions as stated in the Notice, based on the reports generated from the e-Voting system provided by EVSP.
- As provided in the **MCA & SEBI CIRCULARS**, the Company had advertised in the newspapers, informing the Members who have not registered their email ids with the Company or RTA or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM and Annual Report 2019-20.
- The service provider had sent the Notice of the AGM along with Annual Report 2019-20 and E-voting details by email to 1,42,918 Members, whose email ids were made available by the Depositories or were registered with the Company / RTA. For those Members whose email ids were not available / registered, the Notice of the AGM along with Annual Report 2019-20 could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members to cast their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **MCA & SEBI CIRCULARS**.
- The Company completed the dispatch of Notice of AGM and Annual Report 2019-20 by email to the Members on 3rd September 2020.
- The **Cut-off date** for the purposes of identifying the **Members who will be entitled to vote** was Monday, **21st September, 2020**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. from **Friday, 25th September, 2020 at 9.00 A.M. to Sunday, 27th September 2020 at 5:00 P.M.**
- **In compliance with** the Circular dated 5th May, 2020 issued by MCA, which is forming part of the **MCA & SEBI CIRCULARS** and clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, **the Company had issued an advertisement on circulation of Notice of AGM to the Members which was published in English in 'Free Press' Mumbai Edition and Financial Express' newspaper having country-wide circulation dated 5th September, 2020, and in Marathi in 'Navsakti' Newspaper, Mumbai edition dated 5th September, 2020. The Notice of AGM contained the required information as provided under clause IV (a) to (f) of the said circular.**
- At the end of the e-voting period on 27th September 2020 at 5.00 P.M., the voting portal of the service provider was blocked forthwith. NSDL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- At the 25th AGM of the Company held through VC / OAVM, on Monday, 28th September 2020, the facility to vote electronically was provided to facilitate those



members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes. On 28th September 2020, after tabulating the votes

cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. K. Venkataraman and Ms. Saroj Narasimhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means, the votes cast through remote E-voting process and at the AGM was tabulated for the purpose of considering the total votes cast by the shareholders.

- Thereafter, I as scrutinizer duly compiled details of the Voting carried out by the Members during the voting period and at the AGM, the details of which are as follows :

The results of the Remote E-voting together with the e-voting conducted during the 25th AGM are as under:

Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.
Abstained / less voted	As mentioned under each of the Resolution.
Invalid Votes	NIL

Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through E-Voting during the voting period and at the AGM.
2. The votes are not considered valid on account of abstained from voting or voting for lesser number of shares than actually held as on the cut off date.

ORDINARY BUSINESS:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

- a. the audited Financial Statement of the Company for the financial year ended March 31, 2020, 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, 2020, together with the Report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,57,96,730	99.999	1,469	0.001	2,45,978

Item 1 of Notice stands **PASSED** with the requisite majority.

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To appoint Mr. Rujan Panjwani (DIN 00237366) as a Director who retires by rotation and being eligible, offers himself for re-appointment



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,47,90,978	99.793	12,53,031	0.207	168

Item 2 of Notice stands **PASSED** with the requisite majority.

III) Item No. 3 of the Notice (As an Ordinary Resolution):

To appoint Ms. Vidya Shah (DIN 00274831) as a Director who retires by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,47,28,522	99.783	13,15,487	0.217	168

Item 3 of Notice stands **PASSED** with the requisite majority

SPECIAL BUSINESS:

IV) Item No.4 of the Notice (As a Special Resolution):

Re-appointment of Mr. Rujan Panjwani as an Executive Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,43,77,166	99.725	16,66,843	0.275	168

Item 4 of Notice stands **PASSED** with the requisite majority

V) Item No.5 of the Notice (As a Special Resolution):

Issue of Securities

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and E-voting at meeting	60,30,71,783	99.510	29,72,226	0.490	168

Item 5 of Notice stands **PASSED** with the requisite majority



All the 5 (Five) Resolutions mentioned in the Notice of 25th AGM dated 27th August, 2020 as per the details above attached stand **PASSED** under E-voting conducted during the voting period and at the 25th AGM with requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through E-voting conducted during the voting period and at the 25th AGM by the Members of the Company. All other relevant records relating to E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For BN & Associates
Company Secretaries

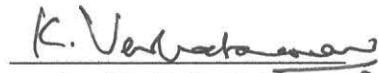


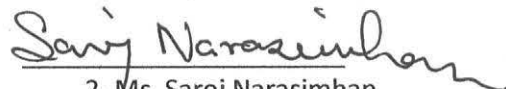
CS B Narasimhan
(Proprietor)
(FCS No. 1303 COP No.: 10440)



Place: Mumbai
Date: September 28, 2020

The following were the witnesses to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.


1. Mr. K. Venkataraman


2. Ms. Saroj Narasimhan

Countersigned and received the report:



Signed by Mr. B Renganathan,
Company Secretary
Authorized by the Board

Place: Mumbai
Date: 28/09/2020