

EW/Sec/2014/146

August 20, 2015

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Dear Sirs,

Ref.:- Symbol - EDFLWEISS

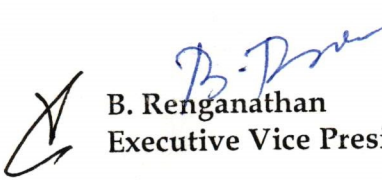
Sub: Proceedings of the 20th Annual General Meeting

Pursuant to the Clause 31(d) of the Listing Agreement, enclosed is the gist of proceedings of the 20th Annual General Meeting of the Company held on July 21, 2015.

Kindly take the same on record.

Thanking you,

For Edelweiss Financial Services Limited



B. Renganathan
Executive Vice President & Company Secretary

Encl: as above

**Gist of the Proceedings of the 20th Annual General Meeting of
Edelweiss Financial Services Limited**

The 20th Annual General Meeting of the Members of the Company was held on July 21, 2015 at 3.00 p.m. at the Registered Office of the Company at Edelweiss House, Off. C.S.T Road, Kalina, Mumbai - 400 098.

The Meeting was chaired by Mr. Rashesh Shah, Chairman Managing Director & CEO. Mr. P. N. Venkatachalam, an Independent Director, acted as Chairman in respect of the resolutions at Item No. 3, 5, 8 and 13 of the Notice convening the Annual General Meeting in which Mr. Rashesh Shah was deemed to be interested.

117 Members (including proxies) attended the Meeting.

Mr. Rashesh Shah, Chairman Managing Director & CEO, gave an overview of the financial performance of the Company during the financial year ended March 31, 2015 and the future outlook.

Mr. B. Renganathan, Company Secretary, informed the Members that pursuant to the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Listing Agreement, the Members were provided with the facility to cast their votes electronically.

The e-voting facility was provided on all items of business sought to be transacted at the 20th AGM of the Company. The Company had appointed National Securities Depository Limited (NSDL) as the Service provider, for the purpose of extending the facility of Remote e-voting to the Members of the Company.

The cut- off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was July 15, 2015.

The remote e-voting facility was open from Friday, July 17, 2015 9.00 a.m to Monday, July 20, 2015 at 5.00 p.m.

At the venue of the 20th AGM of the Company held on July 21, 2015, the facility to vote through ballot paper was provided to facilitate those Members present at the meeting but could not participate in the remote E-voting to record their votes.

Mr. Keyoor Bakshi, Practicing Company Secretary, acted as the Scrutinizer. The Chairman stated that the e-voting results along with the Report of the Scrutinizer shall be placed on website of the Company and the website of NSDL.

The following resolutions were passed by the Members with the requisite majority:-

Ordinary Business:-

1. Adoption of the Financial Statements (Ordinary Resolution):-
 - i) Adoption of the audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the Reports of the Board and the Auditors thereon; and
 - ii) Adoption of the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.
2. Declaration of dividend on the Equity Shares (Ordinary Resolution).
3. Re-appointment of Mr. Rashesh Shah (Ordinary Resolution).
4. Ratification of appointment of the Auditors and fixing their remuneration (Ordinary Resolution).

Special Business

5. Appointment of Ms. Vidya Shah as Non-executive, Non-independent Director (Ordinary Resolution).
6. Appointment of Mr. Biswamohan Mahapatra as an Independent Director (Ordinary Resolution).
7. Issue of Non-convertible Debentures on a Private Placement basis (Special Resolution).
8. Variation in the terms of appointment of Mr. Rashesh Shah (Special Resolution).
9. Variation in the terms of appointment of Mr. Venkat Ramaswamy (Special Resolution).
10. Variation in the terms of appointment of Mr. Himanshu Kaji. (Special Resolution).
11. Variation in the terms of appointment of Mr. Rujan Panjwani. (Special Resolution).
12. Related Party Transactions (Special Resolution).
13. Holding of office or place of profit by Ms. Vidya Shah (Special Resolution).

14. Amendment to the Edelweiss Employees Stock Incentive Plan 2007 (Special Resolution).
15. Amendment to the Edelweiss Employees Stock Incentive Plan 2009 (Special Resolution).
16. Amendment to the Edelweiss Employees Stock Incentive Plan 2010 (Special Resolution).
17. Amendment to the Edelweiss Employees Stock Incentive Plan 2011 (Special Resolution).
18. Variation in the terms of Edelweiss Employees' Welfare Trust. (Special Resolution).
19. Variation in the terms of Edelweiss Employees' Incentives and Welfare Trust. (Special Resolution).
20. Grant of Stock Options to Employees of Associate Companies. (Special Resolution).

The Scrutinizer's report was uploaded on the website of the Company and NSDL on July 23, 2015 Further, the results in the prescribed format was notified to the Stock Exchanges in accordance with the provisions of Clause 35A of the Listing Agreement.