

Notice

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF EDELWEISS FINANCIAL SERVICES LIMITED WILL BE HELD ON FRIDAY, JULY 25, 2014 AT 3.00 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 the audited Balance Sheet of the Company as at March 31, 2014 and the Profit & Loss Account of the Company for the financial year ended on that date, together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Venkat Ramaswamy (DIN 00008509) who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Re-appointment of B S R & Associates LLP, Chartered Accountants, as Auditors of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, B S R & Associates LLP, Chartered Accountants (Firm’s Registration No. 116231W), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 22nd AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. **Appointment of Mr. Narendra Jhaveri as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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, Mr. Narendra Jhaveri (DIN 00198912), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017.”

6. **Appointment of Mr. P. N. Venkatachalam as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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, Mr. P. N. Venkatachalam (DIN 00499442), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017.”

7. **Appointment of Mr. Berjis Desai as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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, Mr. Berjis Desai (DIN 00153675), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017.”

8. Appointment of Mr. Sanjiv Misra as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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, Mr. Sanjiv Misra (DIN 03511635), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017."

9. Appointment of Mr. Sunil Mitra as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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, Mr. Sunil Mitra (DIN 00113473), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017."

10. Appointment of Mr. Navtej S. Nanda as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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, Mr. Navtej S. Nandra (DIN 02282617), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017."

11. Appointment of Mr. Kunnasagaran Chinniah as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, Mr. Kunnasagaran Chinniah (DIN 01590108), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017."

12. Re-appointment of Mr. Himanshu Kaji as an Executive Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the Act) the Rules, Regulations, Guidelines and Circulars issued in this regard and subject to necessary approvals, if any, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Himanshu Kaji (DIN 00009438) as an Executive Director of the Company for a period of 5 years with effect from November 1, 2014 on the terms and conditions set out below:-

- (a) Salary Limit: Not to exceed ₹ 1,50,00,000/- per annum.
- (b) Performance Bonus: In addition to salary, performance based bonus, up to 200% of Salary Limit, may also be paid, and at such intervals as may be decided by the Board of Directors of the Company.
- (c) Perquisites: In addition to salary and the performance bonus, Mr. Himanshu Kaji shall also be entitled to the perquisites. The expenditure incurred by the Company on perquisites and contribution to Provident Fund, Superannuation, Annuity Fund, etc., shall be restricted to the Salary Limit as in (a) above.

FURTHER RESOLVED that the consent of the members of the Company be and is hereby accorded to the Board (hereinafter referred to as the 'Board' which expression shall also include the Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the re-appointment of Mr. Himanshu Kaji from time to time as may be required.

FURTHER RESOLVED that where in any financial year during the tenure of Mr. Himanshu Kaji as an Executive Director, the Company has no profits or the profits are inadequate, the Board be authorised to determine the minimum remuneration to be paid to Mr. Himanshu Kaji subject to requisite approvals, if any.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

13. Adoption of new set of Articles of Association

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED** that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the draft Regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution and, to the entire exclusion of the Regulations contained in the existing Articles of Association of the Company.

FURTHER RESOLVED that the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board has constituted or hereinafter constitute) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further 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**

June 26, 2014

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

CIN No.: L99999MH1995PLC094641

E-mail : efsl.shareholders@edelweissfin.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Item No. 4 to Item No. 13 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 proxy on behalf of Members not exceeding fifty (50) and holding in the 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. Book Closure and Dividend

The Register of Members and the Share Transfer Books of the Company will remain closed from July 15, 2014 to July 25, 2014 (both days inclusive).

Dividend, if declared, at the Annual General Meeting will be credited/dispatched between August 5, 2014 and August 12, 2014 to those persons or their mandates:-

- a) whose names appear as Beneficial Owners as at the end of the business hours on July 14, 2014 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar & Share Transfer Agent on or before July 14, 2014.

5. Nomination Facility

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

6. 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.

7. Bank Mandates

In order to provide protection against 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.

8. 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 all 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.

9. Members are requested to note that dividends not claimed or encashed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.

10. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at least ten days prior to the Annual General Meeting so that the required information can be made available at the Meeting.

11. E-voting

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in the Notice.

The instructions for e-voting are as under:-

- A) In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):-
 - i. Open the e-mail and also open PDF file namely "EFSL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.
Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Edelweiss Financial Services Limited which is 100409. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. 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., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to kevoorbakshi@gmail.com, with a copy marked to evoting@nsdl.co.in
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com
- B) For those Members whose email addresses are not registered with the Company / Depositories:-
- i. Initial password is provided in the Admission Slip : EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C) Other Instructions:-
- i. The e-voting period commences on Wednesday, July 16, 2014 (9.00 a.m. IST) and ends on Friday, July 18, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on June 20, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the same cannot be changed subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on June 20, 2014.
 - iii. Mr. Keyoor Bakshi Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. The results on resolutions shall be declared on or after the Annual General Meeting (AGM) of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.edelweissfin.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 19th AGM of the Company on July 25, 2014 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE DATED JUNE 26, 2014

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

ITEM NO. 4:-

B S R & Associates LLP, Chartered Accountants (BSR), (Firm's Registration No. 116231W), Chartered Accountants, were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on July 26, 2013.

BSR have been the Auditors of the Company since 2006-07 and have completed a term of 7 years. As per the provisions of Section 139 of the Companies Act, 2013 (the Act) no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, BSR, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board at its meeting held on May 17, 2014, has proposed the appointment of BSR as the statutory auditors of the Company for a period of 3 years to hold office from the conclusion of this AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 4 of the Notice.

ITEM NOS. 5 to 11:-

Pursuant to Clause 49 of the Listing Agreement, the Board of Directors of the Company comprises of the following Independent Directors:-

Mr. Narendra Jhaveri

Mr. P. N. Venkatachalam

Mr. Berjis Desai

Mr. Sanjiv Misra

Mr. Sunil Mitra

Mr. Navtej S. Nandra

Mr. Kunnasagaran Chinniah.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (the Act), which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors. The Independent Directors are not liable to retire by rotation.

All the Non-executive Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director. The Board has recommended the appointment of these Directors as Independent Directors of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017.

In compliance with the provisions of Section 149 of the Act, the appointment of these Directors as Independent Directors is now being placed before the Members for their approval.

The brief profile of the Independent Directors is as under:-

Mr. Narendra Jhaveri

Mr. Jhaveri, a public finance expert, has occupied important positions in various prestigious institutions including National Council of Applied Economic Research (NCAER), Reserve Bank of India and ICICI Ltd. Mr. Jhaveri rose to become Joint Managing Director and then the Executive Chairman of ICICI Securities Ltd. His academic qualifications include a Masters in Economics from Gujarat University and M.Sc. in Economics from the London School of Economics.

Mr. P. N. Venkatachalam

Mr. Venkatachalam has wide experience in the banking sector in India and abroad and 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 a member of the Interim Pension Fund Regulatory Authority of India and a Director on the Board of Small Industries & Development Bank of India (SIDBI). He holds a Master's Degree in Economics and is a Certified Associate from the Indian Institute of Bankers.

Mr. Berjis Desai

Mr. Desai is the Managing Partner of J. Sagar Associates, one of India's leading law firms. He has varied experience in the legal field, with specialisation in corporate law, Mergers & Acquisitions, derivatives, securities & financial laws, International Business laws and International Commercial Arbitration. He holds a Masters degree in Law from the University of Cambridge.

Mr. Sanjiv Misra

Mr. Misra has a rich and varied experience in the financial services industry, having worked with various organisations including Goldman Sachs and Citigroup. Mr. Misra is the President of Phoenix Advisers Pte. Ltd., an advisory and principal investing firm and Chairman, Asia Pacific Advisory Board with Apollo Management. Mr. Misra holds a Bachelor of Arts degree in Economics from St. Stephen's College, Delhi University, a MBA from IIM, Ahmedabad and a Master of Management from the J. L. Kellogg Graduate School of Management.

Mr. Sunil Mitra

Mr. Mitra holds a bachelor's degree in Science from Delhi University and belongs to the 1975 batch of the Indian Administrative Service. He possesses rich and varied experience in public administration and general management having held diverse positions in Government of India such as Disinvestment Secretary, Revenue Secretary & Finance Secretary. In his stint with the Ministry of Finance, Government of India, Mr. Mitra was engaged in the design of significant tax reforms. During his stint with the West Bengal Government, Mr. Mitra was responsible for designing and implementing widespread policy reforms in the State-owned public sector.

Mr. Navtej S. Nandra

A veteran of the global financial services industry, Mr. Nandra is the President of E*TRADE Financial Corporation. He also serves on the Board of Directors of the Center of Governance, Institutions and Organizations, at the Business School, National University of Singapore. Mr. Nandra was CEO of Morgan Stanley Investment Management Ltd., and also served on the Boards of Directors of Morgan Stanley Huaxin Fund Management Company, Morgan Stanley International Ltd., and Morgan Stanley & Co. International PLC. Prior to Morgan Stanley, Mr. Nandra's career included senior roles at DTZ Holdings, Merrill Lynch Global Wealth Management, Merrill Lynch Global Investment Banking, The Cambridge Group Inc., and BoozAllen and Hamilton Inc. (now Booz & Co.). He has also served on the Board of Directors of Nuveen Investments, Inc., and Merrill Lynch India Technology Services. Mr. Nandra holds an MBA from the IIM, Ahmedabad, and a Bachelor's degree in Commerce (honors) from the University of Delhi.

Mr. Kunnasagaran Chinniah

Mr. Chinniah recently retired as the Managing Director/Global Head of Portfolio, Strategy & Risk Group with GIC Special Investments ("GIC SI"), the Private Equity arm of the Government of Singapore Investment Corporation ("GIC"). He joined GIC in 1989 and has held various positions with the Special Investments Department of GIC in their North American, European and Asian regions. Mr. Chinniah is a Chartered Financial Analyst and his other academic qualifications include a Bachelor's Degree in Electrical Engineering from the National University of Singapore and an MBA from the University of California, Berkeley. He is presently also a Director of Changi Airport International and a member of the Hindu Endowments Board in Singapore.

The Board recommends the Resolutions at Item Nos. 5 to 11 for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Narendra Jhaveri, Mr. P. N. Venkatachalam, Mr. Berjis Desai, Mr. Sanjiv Misra, Mr. Sunil Mitra, Mr. Navtej S. Nandra and Mr. Kunnasagaran Chinniah, is concerned or interested in Item Nos. 5 to 11 of the Notice respectively.

ITEM NO. 12:-

The tenure of appointment of Mr. Himanshu Kaji as an Executive Director expires on October 31, 2014. The Board of Directors at their meeting held on May 17, 2014 had, subject to the approval of the Members re-appointed Mr. Himanshu Kaji as an Executive Director for a further period of 5 years w. e. f. November 1, 2014.

The details as required under the Companies Act, 2013 and the Rules framed thereunder in this regard are as under:

DETAILS OF THE COMPANY**I. GENERAL INFORMATION****i. Nature of Industry:**

The Company along with its subsidiaries provides wide range of financial services.

The Company has grown from a boutique investment bank to a diversified financial conglomerate providing credit and engaged in capital markets, asset management services, commodities, life insurance and treasury functions, operating through the Company and its subsidiaries. The services provided inter alia include investment banking, institutional equities, securities broking, private client brokerage,

subsidiaries. The services provided inter alia include investment banking, institutional equities, securities broking, private client brokerage, asset management, wealth management, client advisory services, wholesale financing, housing finance and treasury operations.

Being a company engaged in the financial services sector, a substantial portion of the total cost is incurred on human resources who manage the business which is distinct from the other sectors.

ii. Date or expected date of commencement of commercial production:

N. A.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

N. A.

iv. Financial performance:

The net profit of the Company for the financial year ended March 31, 2014 was ₹ 732.96 million.

The consolidated net profit for the financial year ended March 31, 2014 was ₹ 2,202.46 million.

v. Export performance and net foreign exchange collaborations:

N. A.

vi. Foreign investments or collaborators, if any:

During the financial year ended March 31, 2014, the Company has made foreign investments of ₹ 9,285.16 million (including loans given at gross value) in its wholly owned subsidiaries abroad.

II. INFORMATION OF THE APPOINTEE

i. Background:

Mr. Himanshu Kaji is the Group Chief Operating Officer. Mr. Himanshu Kaji is responsible for the overall functioning of the Corporate Planning, Operations, Technology, Business Solutions, Governance, Compliance, Finance, Planning, Investor Relations, Global Risk, Resources, Legal and Administration departments of the Group. He is involved in formulating strategy and providing vital inputs for the effective functioning of the Group.

Mr. Himanshu Kaji is a qualified Chartered Accountant with a post graduate diploma in securities law. Mr. Himanshu Kaji has over 20 years experience in the financial services sector. Before joining Edelweiss in 2009, he was corporate advisor to various large companies in the financial services sector. Mr. Himanshu Kaji was Honorary Treasurer & Official Spokesman and Director of Bombay Stock Exchange (BSE) between 1999-2002. Mr. Himanshu Kaji was part of the select group that oversaw the corporatization and demutualisation of BSE.

ii. Past Remuneration:

The gross remuneration paid to Mr. Himanshu Kaji during the financial year ended March 31, 2014 was ₹ 2,07,08,094/-

iii. Recognition and Awards:

None

iv. Job profile and suitability:

As the Group Chief Operating Officer he is responsible for the overall functioning of the Corporate Planning, Operations, Technology, Business Solutions, Governance, Compliance, Finance, Planning, Investor Relations, Global Risk, Resources, Legal and Administration departments of the Group. He is involved in formulating strategy and providing vital inputs for the effective functioning of the Group.

v. Remuneration Proposed:

The remuneration proposed to be paid to Mr. Himanshu Kaji, shall comprise of annual salary not exceeding ₹ 1,50,00,000/-, perquisites up to an amount equivalent to the annual salary and performance based bonus upto 200% of the amount of salary, as per the details provided in the resolution set out in Item No. 12 of the Notice.

It is clarified that Employee Stock Options granted/to be granted to Mr. Himanshu Kaji from time to time are not to be included for the purpose of computation of overall ceiling of remuneration.

vi. Comparative remuneration profile:

The remuneration proposed to be paid to Mr. Himanshu Kaji, is not comparable with other companies in the financial sector due to the diverse nature of business.

vii. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any:

Mr. Himanshu Kaji is not related to any Director of the Company.

III. OTHER INFORMATION

i. Reasons of loss or inadequate profits

The Company had adequate profits during the previous financial year. As a prudent measure, the approval of the members is being sought for payment of remuneration to Mr. Himanshu Kaji in the event of inadequacy of profits in any financial year.

ii. Steps taken or proposed to be taken for improvement

While the profits of the Company is presently adequate, the Company constantly endeavors to enhance the ambit of services provided and increase its market presence.

iii. Expected increase in productivity and profits in measurable terms

The Company expects increase in the profits in line with the increase in its activity and market penetration.

The Board recommends the Special Resolution at Item No. 12 for approval by the Members.

Save and except Mr. Himanshu Kaji, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No. 12 of the Notice.

ITEM NO. 13:-

The Articles of Association (the Articles) of the Company are in conformity with provisions of the Companies Act, 1956 and the Rules framed thereunder.

The Ministry of Corporate Affairs, Government of India, had notified the majority of the provisions of the Companies Act, 2013 and has framed the Rules. Consequently, the Articles is being altered in order to comply with the provisions of the Companies Act, 2013 and the Rules framed thereunder.

In view of the above, it is considered prudent to substitute the existing Articles by a new set of Articles. The proposed Articles are based on Table 'F' of Schedule-I of the Act which provides the model Articles of Association for a Company Limited by Shares.

The proposed Articles are available for inspection by the Members at the Registered Office of the Company between 2.00 p.m. to 4.00 p.m. on working days. The proposed Articles are also uploaded on the Company's website www.edelweissfin.com.

The Board recommends the Special Resolution at Item No. 13 for approval by the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in this item of business. It may be noted that Mr. Rashesh Shah, Mr. Venkat Ramaswamy, Mr. Himanshu Kaji, Mr. Rujan Panjwani, Mr. Narendra Jhaveri, Mr. P. N. Venkatachalam, Mr. Navtej S. Nandra, the Directors of the Company and Mr. S. Ranganathan and Mr. B. Renganathan, the Key Managerial Personnel are Members of the Company.

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

**B. Renganathan
Executive Vice President & Company Secretary**

June 26, 2014

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

CIN No.: L99999MH1995PLC094641

E-mail : efsl.shareholders@edelweissfin.com

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr. Venkat Ramaswamy	Mr. Narendra Jhaveri	Mr. P. N. Venkatachalam	Mr. Berjis Desai	Mr. Sanjiv Misra
Date of Birth	August 12, 1966	August 9, 1935	March 22, 1944	August 2, 1956	July 8, 1960
Date of Appointment	February 20, 1996	July 21, 2007	August 9, 2007	November 18, 2009	May 16, 2011
Experience in functional Area	Has more than 20 years experience in venture capital and private equity advisory and fund raising.	Specialisations in public finance and has more than 40 years of experience in financial services sector.	Has more than 40 years of experience in the banking sector, non- banking financial services and allied industry.	Has rich and varied experience of more than 3 decades in the legal field.	Has rich and varied experience of more than 25 years in financial services sector with various organizations which inter alia include Goldman Sachs, Citigroup etc.
Qualification	B. E. (Electronic & Communication) from Karnataka University MBA from the University of Pittsburgh.	Masters in Economics from Gujarat University M.Sc., in Economics from the London School of Economics	M.A. in Economics Certified Associate from the Indian Institute of Bankers	Masters in Law from the University of Cambridge	Bachelor of Arts degree in economics from St. Stephen's College, Delhi University PGDM from IIM, Ahmedabad Master of Management from the J. L. Kellogg Graduate School of Management
Directorships in other Companies (public limited companies)	<ul style="list-style-type: none"> • Edelweiss Finance & Investments Limited • Edelweiss Alternative Asset Advisors Limited • Edelweiss Tokio Life Insurance Company Limited • Prime Urban Development India Limited 	<ul style="list-style-type: none"> • Afcons Infrastructure Limited • Siemens Limited • Hindalco Industries Limited • Edelweiss Securities Limited • Cadila Pharmaceuticals Limited • Pidilite Industries Limited 	<ul style="list-style-type: none"> • ECL Finance Limited • Edelweiss Finance & Investments Limited • Edelweiss Commodities Services Limited • UTI Asset Management Company Limited • UTI Retirement Solutions Limited • Sundaram Finance Limited 	<ul style="list-style-type: none"> • The Great Eastern Shipping Company Limited • Praj Industries Limited • Emcure Pharmaceuticals Limited • Greatship (India) Limited • Himatsingka Seide Limited • Man Infraconstruction Limited • Adani Enterprises Limited 	Nil
Membership of Committees of other public limited companies (Audit Committee and Shareholder's / Investor's Grievance Committee only)	Edelweiss Tokio Life Insurance Company Limited	<ul style="list-style-type: none"> • Afcons Infrastructure Limited • Hindalco Industries Limited • Pidilite Industries Limited 	<ul style="list-style-type: none"> • ECL Finance Limited • UTI Asset Management Company Limited • Edelweiss Finance & Investments Limited • UTI Retirement Solutions Limited 	<ul style="list-style-type: none"> • Praj Industries Limited • The Great Eastern Shipping Company Limited • Greatship (India) Limited • Emcure Pharmaceuticals Limited 	Nil
No. of Shares held in the Company	5,30,26,560	1,40,500	32,500	Nil	Nil

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr. Sunil Mitra	Mr. Navtej S. Nandra	Mr. Kunnasagaran Chinniah	Mr. Himanshu Kaji
Date of Birth	June 24, 1951	October 14, 1966	May 10, 1957	August 24, 1965
Date of Appointment	December 7, 2011	May 15, 2013	October 1, 2013	November 1, 2011
Experience in functional Area	IAS (Retd.) having rich and varied experience in administrative and general management.	Wide experience in global financial services strategy and execution.	Has more than 2 decades experience in private equity sector.	Has more than 2 decades of experience in the financial services sector.
Qualification	Bachelor of Science from Delhi University	MBA from IIM, Ahmedabad Bachelor's degree in Commerce (honors) from the University of Delhi	B. E. (Electrical) from National University of Singapore MBA from the University of California (Berkeley) Chartered Financial Analyst	Member of the Institute of Chartered Accountants of India. Diploma in Securities Law Bachelor of Commerce
Directorships in other Companies (public limited companies)	<ul style="list-style-type: none"> • West Bengal State Electricity Distribution Company Limited • Patton International Ltd • Peerless Trust Management Co. Limited • Nicco Parks & Resorts Ltd. • Magma HDI General Insurance Company Limited • Texmaco Rail & Engineering Limited 	Nil	Nil	<ul style="list-style-type: none"> • ECL Finance Limited • Edelweiss Trusteeship Company Limited • Edelweiss Tokio Life Insurance Company Limited.
Membership of Committees of other public limited companies (Audit Committee and Shareholder's / Investor's Grievance Committee only)	<ul style="list-style-type: none"> • West Bengal State Electricity Distribution Company Limited • Peerless Trust Management Co. Limited • Nicco Parks & Resorts Ltd. • Magma HDI General Insurance Company Limited 	Nil	Nil	Edelweiss Tokio Life Insurance Company Limited
No. Shares held in the Company	Nil	7,924,180	Nil	3,87,500

Edelweiss Financial Services Limited

CIN - L99999MH1995PLC094641

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098, India.
Tel: +91 22 4009 4400 Fax: +91 22 4019 4890 E-mail: efsl.shareholders@edelweissfin.com

19TH ANNUAL GENERAL MEETING

ADMISSION SLIP

PLEASE COMPLETE THE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

NAME & ADDRESS OF THE MEMBER

I hereby record my presence at the 19th ANNUAL GENERAL MEETING of the Company, held on Friday, July 25, 2014 at 3.00 p.m. at the Registered Office of the Company at Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai – 400 098.

Name of the shareholder/proxy*	Signature of the shareholder/proxy*

*Strike out whichever is not applicable.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password / PIN

Please read the instruction given at Note No. 11 of the AGM Notice carefully before voting electronically.

Edelweiss Financial Services Limited

CIN - L99999MH1995PLC094641

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina,
Mumbai – 400 098, India. Tel: +91 22 4009 4400
Fax: +91 22 4019 4890
E-mail: efsl.shareholders@edelweissfin.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No. / Client Id / DP Id

I / We, being the member(s) of shares of Edelweiss Financial Services Limited hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
e-mail id	e-mail id	e-mail id
Signature, or failing him	Signature, or failing him	Signature, or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on Friday, July 25, 2014 at 3.00 p.m. at the Registered Office of the Company at Edelweiss House, Off. C.S.T. Road, Kalina, Mumbai – 400 098 and at any adjournment thereof in respect of such resolutions, as are indicated overleaf.

Signed this _____ day of _____ 2014.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Please affix the
Revenue
Stamp of
Re. 0.15

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Please see overleaf

I wish my above Proxy to vote in the manner as indicated in the box below:-

Sr. No.	Resolutions	For	Against
Ordinary Business			
1.	To consider and adopt the audited Balance Sheet of the Company as at March 31, 2014 and the Profit & Loss Account of the Company for the financial year ended on that date, together with the Reports of the Directors and the Auditors thereon.		
2.	To declare dividend on Equity Shares.		
3.	To appoint a Director in place of Mr. Venkat Ramaswamy who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Re-appointment of B S R & Associates LLP, Chartered Accountants, as Auditors of the Company.		
Special Business			
5.	Appointment of Mr. Narendra Jhaveri as an Independent Director.		
6.	Appointment of Mr. P. N. Venkatachalam as an Independent Director.		
7.	Appointment of Mr. Berjis Desai as an Independent Director.		
8.	Appointment of Mr. Sanjiv Misra as an Independent Director.		
9.	Appointment of Mr. Sunil Mitra as an Independent Director.		
10.	Appointment of Mr. Navtej S. Nanda as an Independent Director.		
11.	Appointment of Mr. Kunnasagaran Chinniah as an Independent Director.		
12.	Re-appointment of Mr. Himanshu Kaji as an Executive Director.		
13.	Adoption of new set of Articles of Association.		