

July 28, 2014

National Stock Exchange of India Limited

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

Dear Sir,

Ref.:- Symbol - EDELWEISS

**Sub: Compliance with Clause 35A of the Listing Agreement-
 AGM Voting Results- Declaration of Results of E-voting and Poll**

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 19th Annual General Meeting (AGM). The E-voting was open from July 16, 2014 to July 18, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands is not permitted at the General Meeting where E-voting has been offered to the Members. Therefore, voting was conducted by means of Poll, at the 19th AGM.

The Board of Directors had appointed Mr. Keyoor Bakshi, Practicing Company Secretary, as the Scrutinizer for E- voting and Poll, Mr. Tushar Sodha, a member of the Company, was appointed as additional Scrutinizer for the Poll conducted at the AGM. The Scrutinizer(s) had carried out the scrutiny of the votes received upto the close of working hours on July 18, 2014 and Poll received till the conclusion of the Meeting and submitted their Report on July 28, 2014.

The consolidated result as per Scrutinizer's Report dated July 28, 2014 is as follows:

Resolution no.	Subject	% votes in favour	% votes against
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.	99.9997	0.0003
2.	Declaration of dividend on the Equity Shares.	99.9997	0.0003
3.	Re-appointment of Mr. Venkat Ramaswamy (DIN 00008509) as a Director.	100.00	0.0000

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Ideas create, values protect

4.	Re-appointment of B S R & Associates LLP, Chartered Accountants (Firm's Registration No. 116231W), as Auditors of the Company, till the conclusion of the 22 nd AGM to be held in 2017.	99.9997	0.0003
5.	Appointment of Mr. Narendra Jhaveri (DIN 00198912) as an Independent Director.	99.8643	0.1357
6.	Appointment of Mr. P. N. Venkatachalam (DIN 00499442) as an Independent Director.	99.9996	0.0004
7.	Appointment of Mr. Berjis Desai (DIN 00153675) as an Independent Director.	99.8639	0.1361
8.	Appointment of Mr. Sanjiv Misra (DIN 03511635) as an Independent Director.	99.9996	0.0004
9.	Appointment of Mr. Sunil Mitra (DIN 00113473) as an Independent Director.	100.00	0.0000
10.	Appointment of Mr. Navtej S. Nandra (DIN 02282617) as an Independent Director.	99.8642	0.1358
11.	Appointment of Mr. Kunnasagaran Chinniah (DIN 01590108) as an Independent Director.	99.8639	0.1361
12.	Re-appointment of Mr. Himanshu Kaji (DIN 00009438) as an Executive Director for a period of 5 years with effect from November 1, 2014.	99.9995	0.0005
13.	Adoption of new set of Articles of Association.	99.9996	0.0004

Based on the Consolidated Report of the Scrutinizer(s), all the Resolutions as set out in the Notice of 19th AGM were duly approved by the Members with the requisite majority.

For Edelweiss Financial Services Limited

B. Renganathan

Executive Vice President & Company Secretary

July 28, 2014

Edelweiss Financial Services Limited

Corporate Identity Number : L99999MH1995PLC094641

Registered Office : Edelweiss House, Off CST Road, Kalina, Mumbai 400098 ☎ +91 22 4009 4400 ☎ +91 22 4019 4890 www.edelweissfin.com

**Outcome of Voting of Annual General Meeting
(As per Clause 35A of the Listing Agreement)**

Date of the Annual General Meeting:		July 25, 2014
Total number of shareholders on the Record Date		1,33,790
No. of Shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group:	In person	5
	Through Proxy	1
Public:	In person	47
	Through Proxy	68
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:		N. A.
Public:		N. A.

Agenda wise

The mode of voting for all the resolutions was:

1. E-voting conducted between July 16, 2014 to July 18, 2014; and
2. Poll conducted at the Meeting.

Given below is the resolution wise combined result of E-voting and Poll:-

Resolution No. 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 (Ordinary Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,725,251	47.71%	146,723,511	1,740	99.999%	0.001%
Total	777,620,488	526,799,290	67.75%	526,797,550	1,740	100.000%	0.000%

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Resolution No. 2:-
Declaration of dividend on the Equity Shares (Ordinary Resolution)

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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,725,251	47.71%	146,723,511	1,740	99.999%	0.001%
Total	777,620,488	526,799,290	67.75%	526,797,550	1,740	100.000%	0.000%

Resolution No. 3:-	Re-appointment of Mr. Venkat Ramaswamy (DIN 00008509) as a Director (Ordinary Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.00%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.00%	0.000%
Public-Others	307,563,992	146,723,131	47.70%	146,722,951	180	100.00%	0.000%
Total	777,620,488	526,797,170	67.74%	526,796,990	180	100.00%	0.000%

Resolution No. 4:-	Re-appointment of B S R & Associates LLP, Chartered Accountants (Firm's Registration No. 116231W), as Auditors of the Company, till the conclusion of the 22 nd AGM to be held in 2017 (Ordinary Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,725,091	47.71%	146,723,351	1,740	99.999%	0.001%
Total	777,620,488	526,799,130	67.75%	526,797,390	1,740	100.000%	0.000%

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Resolution No. 5:-

 Appointment of Mr. Narendra Jhaveri (DIN 00198912) as an Independent Director
 (Ordinary Resolution)

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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	94,643,420	714,929	99.250%	0.750%
Public-Others	307,563,992	146,722,971	47.70%	146,722,851	120	100.000%	0.000%
Total	777,620,488	526,797,010	67.74%	526,081,961	715,049	99.864%	0.136%

Resolution No. 6:	Appointment of Mr. P. N. Venkatachalam (DIN 00499442) as an Independent Director (Ordinary Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,725,071	47.71%	146,723,191	1,880	99.999%	0.001%
Total	777,620,488	526,799,110	67.75%	526,797,230	1,880	100.000%	0.000%

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Resolution No. 7:-	Appointment of Mr. Berjis Desai (DIN 00153675) as an Independent Director (Ordinary Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	94,643,420	714,929	99.250%	0.750%
Public-Others	307,563,992	146,724,911	47.71%	146,723,011	1,900	99.999%	0.001%
Total	777,620,488	526,798,950	67.74%	526,082,121	716,829	99.864%	0.136%

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Resolution No. 8:-	Appointment of Mr. Sanjiv Misra (DIN 03511635) as an Independent Director (Ordinary Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,724,751	47.71%	146,722,791	1,960	99.999%	0.001%
Total	777,620,488	526,798,790	67.74%	526,796,830	1,960	100.000%	0.000%

Resolution No. 9:-	Appointment of Mr. Sunil Mitra (DIN 00113473) as an Independent Director (Ordinary Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,723,361	47.70%	146,723,161	200	100.000%	0.000%
Total	777,620,488	526,797,400	67.74%	526,797,200	200	100.000%	0.000%

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Resolution No. 10:-

 Appointment of Mr. Navtej S. Nandra (DIN 02282617) as an Independent Director
 (Ordinary Resolution)

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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	94,643,420	714,929.00	99.250%	0.750%
Public-Others	307,563,992	146,723,300	47.70%	146,723,040	260.00	100.000%	0.000%
Total	777,620,488	526,797,339	67.74%	526,082,150	715,189.00	99.864%	0.136%

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Resolution No. 11:- Appointment of Mr. Kunnasagaran Chinniah (DIN 01590108) as an Independent Director (Ordinary Resolution)

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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	94,643,420	714,929.00	99.250%	0.750%
Public-Others	307,563,992	146,725,091	47.71%	146,723,271	1,820.00	99.999%	0.001%
Total	777,620,488	526,799,130	67.75%	526,082,381	716,749.00	99.864%	0.136%

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Resolution No. 12:-	Re-appointment of Mr. Himanshu Kaji (DIN 00009438) as an Executive Director for a period of 5 years with effect from November 1, 2014. (Special Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,725,091	47.71%	146,722,555	2,536	99.998%	0.002%
Total	777,620,488	526,799,130	67.75%	526,796,594	2,536	100.000%	0.000%

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Resolution No. 13:-	Adoption of new set of Articles of Association. (Special Resolution)
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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	284,715,690	99.65%	284,715,690	-	100.000%	0.000%
Public Institutional Holders	184,340,806	95,358,349	51.73%	95,358,349	-	100.000%	0.000%
Public-Others	307,563,992	146,725,091	47.71%	146,723,191	1,900	99.999%	0.001%
Total	777,620,488	526,799,130	67.75%	526,797,230	1,900	100.000%	0.000%

voting rights are in proportion to shares held as on June 20, 2014.

\$ excludes invalid votes.

As per the consolidated results of E-voting and Poll on item no. 1 to 13 of the notice of AGM, all the resolutions are passed by requisite majority.

For Edelweiss Financial Services Limited



B. Renganathan
Executive Vice President & Company Secretary