

Ref No.: EW/Sec/2014/233

September 10, 2014

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

Dear Sir,

**Sub: Results of the Postal Ballot**

This is to inform you that the members of the Company by way of a Postal Ballot have passed the following Special Resolutions:

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.

All the above Special Resolutions have been passed with the requisite majority as per the Report dated September 10, 2014 of Mr. Keyoor Bakshi, Partner, KBNT Associates, Practicing Company Secretary, the Scrutinizer, appointed for conducting the postal ballot process.

The results of the Postal Ballot were declared today at 4.00 p.m. at the Registered Office of the Company.

Pursuant to Clause 35A of the Listing Agreement, the details of the voting results of the Postal Ballot are enclosed.

You are requested to take note of the same.

Thanking you,

Yours faithfully,

**For Edelweiss Financial Services Limited**



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

Encl.: as above

**Summary and results of the postal ballot forms received  
(As per Clause 35A of the Listing Agreement)**

**Agenda wise**

**The mode of voting for all the resolutions on Postal Ballot commenced on August 9, 2014 and ended on September 8, 2014.**

Given below is the resolution wise combined result of 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 Act (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<br>Votes | Number of<br>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<br>*(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 Act (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<br>Votes | Number of<br>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<br>*(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<br>/Public                  | No of<br>Shares held<br>(1) | No of<br>Votes<br>Polled<br>(2) | % of<br>Votes<br>polled on<br>Outstandi<br>ng shares<br>(3)=[(2)/(1)]*100 | No of<br>Votes - in<br>Favour (4) | No of<br>Votes<br>Against<br>(5) | % of<br>Votes in<br>favour on<br>Votes<br>polled<br>(6)=[(4)/(2)]*100 | % of<br>Votes<br>Against<br>on Votes<br>polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------------|-----------------------------|---------------------------------|---------------------------------------------------------------------------|-----------------------------------|----------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group | 285,715,690                 | 282,426,330                     | 98.849%                                                                   | 282,426,330                       | -                                | 100.000%                                                              | 0.000%                                                              |
| Public<br>Institution<br>al Holders  | 188,466,473                 | 29,965,333                      | 15.900%                                                                   | 27,008,029                        | 2,957,304                        | 90.131%                                                               | 9.869%                                                              |
| Public-<br>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 Act (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<br>*(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<br>*(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>                                        |

As per the consolidated results of the Postal Ballot, Resolution No. 1 to 4 of the notice of Postal Ballot, are passed by requisite majority.

**For Edelweiss Financial Services Limited**



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

**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](http://www.edelweissfin.com)