

EFIL/SEC/2023/24

May 30, 2022

BSE Limited

P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Dear Sir / Madam,

Sub: Submission of the Secretarial Compliance Report for the financial year ended March 31, 2022, pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations)

With reference to the captioned subject, we enclose herewith the Secretarial Compliance Report for the financial year ended March 31, 2022.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Edelweiss Finance & Investments Limited

Pooja Doshi
Company Secretary

Encl: as above



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
EDELWEISS FINANCE & INVESTMENTS LIMITED FOR THE YEAR ENDED
MARCH 31, 2022**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
Edelweiss Finance & Investments Limited
Edelweiss House, Off. C.S.T. Road,
Kalina, Mumbai - 400098.

We, **M/s. SAHANI & KOTHARI ASSOCIATES** have examined:

- (a) all the documents and records made available to us and explanation provided by Edelweiss Finance & Investments Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder (in respect of Non-Convertible Debentures of the Company issued by the Company on a Private Placement basis and listed on the Whole Sale Debt Segment of BSE Limited); and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in respect of Non-Convertible Debentures of



- the Company issued by the Company on a Private Placement basis and listed on the Whole Sale Debt Segment of BSE Limited);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018¹;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011²;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018³;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014⁴;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013⁵;
 - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009⁶;
 - (l) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021⁷;

¹ Not applicable to the Company during the audit period

² Not applicable to the Company during the audit period

³ Not applicable to the Company during the audit period

⁴ Not applicable to the Company during the audit period

⁵ Not applicable to the Company during the audit period

⁶ Not applicable to the Company during the audit period

⁷ Not applicable to the Company during the audit period



and based on the above examination, We hereby report that, during the Review Period:

- a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified under **Annexure A**:
- b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records;
- c) no action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder; and
- d) the listed entity has taken the following actions to comply with the observations made in previous reports⁸.

For **M/s. SAHANI & KOTHARI ASSOCIATES**
Company Secretaries

Kirti Kothari
Partner

Mem. No. A27255
COP: 17287

Place: Mumbai
Date: May 19, 2022

UDIN: A027255D000350556

⁸ Not applicable to the Company during the audit period



Annexure A

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”) read with Clause 18 of Part B of Schedule – III to the Regulations, a Disclosure regarding change in Directors, Key Managerial Personnel and auditors of the Company shall be submitted with the Stock Exchange promptly i.e. as soon as reasonably possible but not later than twenty-four hours from the date of occurrence of the event or receipt of information. In case the disclosure is made after twenty-four hours of the date of occurrence of the event or receipt of information, the listed entity shall, along with such disclosures provide an explanation for the delay.	As mentioned in the table below.	As mentioned in the table below.
2.	As per Regulation 52(3) of the Regulations, in case of audit reports with unmodified opinion, the listed entity shall furnish a declaration to that effect to the Stock Exchange while publishing the annual audited financial results.	For the financial year ended March 31, 2021, the Company has filed the said declaration with the Stock Exchange on June 8, 2021 whereas the same should have been filed on May 27, 2021.	The Company has delayed in filing the declaration with the Stock Exchange by a period of 12 days.



Particulars	Date of Event	Due Date of Intimation to BSE Limited	Date of Intimation to BSE Limited	Deviations	Observations/ Remarks
Resignation of Mr. Jagdish Bhoir as CFO and appointment of Ms. Sheetal Gandhi as CFO	June 15, 2021	June 16, 2021	June 18, 2021	The Company has not submitted the disclosure to the Stock Exchange within 24 hours	The Company has delayed in submitting the disclosure by a period of 3 days.
Appointment of Ms. Kamala Kantharaj as a Non-executive Director	June 29, 2021	June 30, 2021	July 2, 2021	The Company has not submitted the disclosure to the Stock Exchange within 24 hours	The Company has delayed in submitting the disclosure by a period of 3 days.
Resignation of Mr. Pankaj Razdan as a Non-executive Director of the Company	December 15, 2021	December 16, 2021	December 23, 2021	The Company has not submitted the disclosure to the Stock Exchange within 24 hours	The Company has delayed in submitting the disclosure by a period of 8 days.
Appointment of Mr. Birendra Kumar as an Independent Director and Change in designation of Mr. Ashish Kehair from Executive Director to Non-executive Director	January 21, 2022	January 22, 2022	January 25, 2022	The Company has not submitted the disclosure to the Stock Exchange within 24 hours	The Company has delayed in submitting the disclosure by a period of 4 days.
Resignation of M/s. S. R. Batliboi & Company LLP as Statutory Auditors of the Company	October 31, 2021	November 1, 2021	--	The Company has not submitted the disclosure to the Stock Exchange within 24 hours	The Company has not intimated the Stock Exchange about the said event.
Appointment of M/s Choksi & Choksi as Statutory Auditors of the Company	October 31, 2021	November 1, 2021	--	The Company has not submitted the disclosure to the Stock Exchange within 24 hours	The Company has not intimated the Stock Exchange about the said event.