

NWFL/SEC/2024/09

April 19, 2023

BSE Limited

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

Dear Sir / Madam,

Sub: Submission of the Compliance Report on Corporate Governance under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the quarter ended March 31, 2023

Dear Sir / Madam,

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), please find enclosed the Compliance Report on Corporate Governance for the quarter ended March 31, 2023, in the format prescribed under the Regulations.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Nuvama Wealth Finance Limited
(formerly known as Edelweiss Finance & Investments Limited)**

**Pooja Doshi
Company Secretary**

Encl: as above

Report on Corporate Governance for the quarter ended March 31, 2023

1. Name of Listed Entity : **Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited)**
2. Quarter ending : **March 31, 2023**

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1)]	Number of members in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)

Nuvama Wealth Finance Limited (Formerly Edelweiss Finance & Investments Limited)

Corporate Identity Number: U67120MH1994PLC286057

Registered Office: 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East,

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Mr.	Birendra Kumar	PAN: ADBP6842J DIN: 00163054	Chairperson - Independent Director	21-01-2022	NA	NA	15 Months	29-04-1942	0	0	0	1
Mr.	Ashish Kehair	PAN: AFTP67334K DIN: 07789972	Non- Executive Director	21-10-2021	NA	NA	NA	14-01-1975	0	0	0	0
Mr.	Nikhil Srivastava	PAN: BMMPS4092K DIN: 07308617	Non- Executive - Nominee Director	26-03-2021	NA	NA	NA	19-03-1978	0	0	1	0
Mr.	Ramesh Abhishek	PAN: AAFPA5204R DIN: 07452293	Non- Executive - Nominee Director	26-03-2021	NA	NA	NA	03-07-1959	4	4	4	0
Ms.	Anisha Motwani	PAN: AAAPM1617P DIN: 06943493	Non- Executive - Independent Director	10-06-2021	NA	NA	22 Months	21-06-1963	5	5	6	2
Mr.	Kunnasagaran Chinniah	PAN: BIIPC7568J DIN: 01590108	Non- Executive - Independent Director	10-06-2021	NA	NA	22 Months	10-05-1957	1	0	0	0

Mr.	Tushar Agrawal	PAN: AIPPA7964C DIN: 08285408	Executive Director and CEO	19-05-2022	NA	NA	NA	05-12-1984	0	0	0	0
Mr.	Gaurang Tailor	PAN: ACGPT7441N DIN: 00010292	Non- Executive - Nominee Director	19-10-2022	NA	06-03-2023	NA	26-12-976	0	0	0	0
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to managing director or CEO - No												
<p>§PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is servingon Board of directors of the listed entity in continuity without any cooling off period.</p>												

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive/ Independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Birendra Kumar	Chairperson - Non-Executive - Independent Director	21-01-2022	NA
		Mr. Ramesh Abhishek	Non-Executive- Nominee Director	19-05-2021	NA
		Mr. Kunnasagaran Chinniah	Non-Executive- Independent Director	29-06-2021	NA

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		Ms. Anisha Motwani	Non-Executive- Independent Director	29-06-2021	NA
2. Nomination & Remuneration Committee	Yes	Mr. Birendra Kumar	Chairperson – Non-Executive – Independent Director	21-01-2022	NA
		Mr. Nikhil Srivastava	Non-Executive- Nominee Director	19-05-2021	NA
		Mr. Kunnasagaran Chinniah	Non-Executive- Independent Director	29-06-2021	NA
		Ms. Anisha Motwani	Non-Executive- Independent Director	29-06-2021	NA
3. Risk Management Committee(if applicable)	Yes	Mr. Nikhil Srivastava	Chairman - Non-Executive Nominee Director	21-01-2022 *	NA
		Mr. Tushar Agrawal	Executive Director and Chief Executive Officer	15-06-2021	NA
		Mr. Manishkumar Jain	Chief Financial Officer	20-07-2022	NA
		Mr. Keyur Ajmera	Chief Risk Officer	26-05-2021	NA
		Mr. Kunnasagaran Chinniah	Non-Executive- Independent Director	29-06-2021	NA
		Mr. Birendra Kumar	Non-Executive- Independent Director	21-01-2022	NA

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4. Stakeholders Relationship Committee'	Yes	Mr. Ramesh Abhishek	Chairperson- Non-Executive Director	19-12-2022	NA
		Mr. Ashish Kehair	Chairperson- Non-Executive Director	21-01-2022	NA
		Ms. Anisha Motwani	Non-Executive- Independent Director	29-06-2021	NA
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present* (excluding Independent Director)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
19-10-2022	-	-	-	-	-
-	18-01-2023	Yes	5	3	91 days
-	21-03-2023	Yes	4	3	62 days
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees:
Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present* (excluding Independent Director)	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	-	-	-	19-10-2022	-
18-01-2023	Yes	1	3	-	91 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	The Company is a wholly owned subsidiary of Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (NWML) and hence transactions between the parties do not require approval of shareholders under sub regulation 5 of Regulation 23. Please note that NWML being the sole shareholder is not in a position to vote in respect of transactions with other related parties.

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Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the 2 Listed Entity has no related party transactions, the words "N.A." may be indicated. 3 If status is "No" details of non-compliance may be given here.	

VI. Affirmations
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. * 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 * <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. <p>Notes : The Company is a wholly owned subsidiary of Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) (NWML) and hence transactions between the parties do not require approval of shareholders under sub regulation 5 of Regulation 23. Please note that NWML being the sole shareholder is not in a position to vote in respect of transactions with other related parties.</p>

**For Nuvama Wealth Finance Limited
(formerly known as Edelweiss Finance & Investments Limited)**

**Pooja Doshi
Company Secretary**