

April 18, 2024

BSE Limited

Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

BSE Scrip Code: 524000

National Stock Exchange of India Limited

The Listing Department,
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East),
Mumbai - 400 051.

NSE Symbol: POONAWALLA

Dear Sir/Madam,

Subject: Compliance Certificate from Practicing Company Secretary for the year ended March 31, 2024 as per Regulation 40(9) and 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith certified true copy of the Compliance Certificate from Practicing Company Secretary for the year ended March 31, 2024 in accordance with Regulation 40(9) and Regulation 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking You,

Yours faithfully

For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS: 13918

Encl: As above

Poonawalla Fincorp Limited

CIN: L51504PN1978PLC209007

Registered Office: 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036

T: +91 20 67808090 | **E:** secretarial@poonawallafincorp.com | **W:** www.poonawallafincorp.com

GIRISH BHATIA, PRACTISING COMPANY SECRETARY

Flat No.5B, Shubham Apartment
19-B, Alipore Road, Kolkata – 700027

Mobile No.: 9903868281
Email: girishbhatia1956@gmail.com
PAN: ACWPB0146N

CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE YEAR ENDED 31ST MARCH 2024.

I have examined Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to Poonawalla Fincorp Limited [CIN-L51504PN1978PLC209007], having its Registered Office at 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune, 411036, Maharashtra ('the Company') maintained by its Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited (CIN – U67190MH1999PTC118368), having its Registered Office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, 400083, Maharashtra pertaining to the period from April 01, 2023 to March 31, 2024 for the purpose of issuing a Certificate as per Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, based on examination as well as information and explanations furnished to me which to the best of my knowledge and belief were necessary for the purpose of our certification, M/s. Link Intime India Private Limited (CIN–U67190MH1999PTC118368), for privately placed Debentures and KFin Technologies Limited (CIN– U72400TG2017PLC117649), having its Registered Office at Selenium, Tower B, Plot No.31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy TG - 500 032 the RTA for Public Issue of Secured Redeemable Non-Convertible Debentures ('Public NCDs), pertaining to transfer of Privately Placed Debentures and Public NCDs issued by the Company for the period from 01st April, 2023 to 31st March, 2024 for the purpose of issuing a Certificate as per Regulation 61(4) read with Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I hereby certify that during the year ended on March 31, 2024:

A. For Equity Shares:

- (i) The Company/RTA had not received any request for transfer of shares during the year ended March 31, 2024.
- (ii) Requests for physical transmission were received and effected in time and the certificate(s) were endorsed with the issuance of a Letter of Confirmation within the prescribed time as per SEBI's operational guidelines;
- (iii) The RTA has received a request for issue of duplicate share certificate(s) during the aforesaid period and the necessary new duplicate share certificate(s) have been issued with the issuance of Letter of Confirmation as per SEBI's operational guidelines;
- (iv) The Company/ RTAs have not received any request for sub-division, consolidation, renewal, exchange, or endorsement of calls / allotment monies during the aforesaid period.
- (v) Any other information, if applicable: N.A.

B. For Privately placed NCDs:

Since all the Debenture(s) issued by the Company are in dematerialized form, no physical Debenture Certificate(s) were required to be delivered by the Company.



GIRISH BHATIA, PRACTISING COMPANY SECRETARY

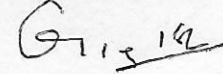
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19-B, Alipore Road, Kolkata – 700027

Mobile No.: 9903868281
Email: girishbhatia1956@gmail.com
PAN: ACWPB0146N

C. For Public NCDs:

Since all the Debenture(s) issued by the Company are in dematerialized form, no physical Debenture Certificate(s) were required to be delivered by the Company.

GIRISH BHATIA
Company Secretary in Practice



(CS GIRISH BHATIA)
Practising Company Secretary
FCS: 3295 CP: 13792
UDIN: F003295F000145547
PEER REVIEW: 2011/2022

Place: Kolkata
Date: 18/04/2024



GIRISH BHATIA
COMPANY SECRETARIES
Flat No. 5B, Shubham Apartment
19-B, Alipore Road
Kolkata-700 027
C.P No.- 13792