

March 07, 2024

BSE Limited

Corporate Relationship Department 25th floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 **BSE Scrip Code: 524000**

Dear Sir/Madam,

National Stock Exchange of India Limited

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

NSE Symbol: POONAWALLA

Subject: Disclosure of Voting Results of Postal Ballot through remote e-voting process in terms

of Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('SEBI Listing Regulations')

Ref: Our Letter dated: February 06, 2024

Pursuant to SEBI Listing Regulations, please find enclosed herewith the results of the Postal Ballot through remote e-voting process, which was announced today, March 07, 2024, at the registered office of Poonawalla Fincorp Limited (hereinafter referred as 'the Company') w.r.t Appointment of Ms. Kemisha Soni (DIN:06805708) as a Non-Executive Independent Director of the Company for a period of 3 years.

Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295: CP No.13792), Scrutinizer appointed for conducting the Postal Ballot process has submitted his Report to the Company on Thursday, March 07, 2024. Based on the report received from the Scrutinizer, the Special Resolution has been declared as passed with requisite majority by the Members through remote e-voting process and shall be deemed to have been passed on Thursday, March 07, 2024, the last date of remote e-voting.

In this regard, please find, enclosed herewith, the following:

- 1. Report of Scrutinizer dated March 07, 2024 of remote e-voting.
- 2. E-Voting Results pursuant to Regulation 44(3) of SEBI Listing Regulations.
- 3. Certified true copy of Minutes of the proceedings and results of Postal Ballot.

The Postal Ballot results are also being hosted on the Company's website www.poonawallafincorp.com.

This is for your information and record.

Thanking you.

Yours faithfully, For Poonawalla Fincorp Limited

Shabnum Zaman Company Secretary ACS No. 13918 Encl: As above

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

Report of the Scrutinizer(s)

(Pursuant to Sections108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies {Management and Administration} Rules, 2014 as amended upto date and Regulation 44 of the Securities Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations, 2015)

To The Board of Directors

POONAWALLA FINCORP LIMITED

CIN - L51504PN1978PLC209007

201 and 202, 2ndFloor, AP81 Koregaon Park Annex, Mundhwa Pune, 411036, Maharashtra.

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot (Remote e- Voting) Results

The Board of Directors of Poonawalla Fincorp Limited [hereinafter referred to as the ("Company") on January 30, 2024 have appointed me (Girish Bhatia having FCS No.3295 and CP No.13792) as the Scrutinizer to conduct and scrutinize the Postal Ballot e-Voting process in a fair and transparent manner in respect of Resolutions as stated in the Postal Ballot Notice dated January 30, 2024 ("Notice").

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, provisions of Secretarial Standard on General Meetings ("SS-2") read with the General Circular No.14/2020 dated 08.04.2020, the General Circular No.17/2020 dated 13.04.2020, the General Circular No.22/2020 dated 15.06.2020, the General Circular No.33/2020 dated 28.09.2020, the General Circular No.39/2020 dated 31.12.2020, the General Circular No.10/2021 dated 23.06.2021, the General Circular No.20/2021 dated 08.12.2021, the General Circular No.03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022 and General Circular No 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("SEBI Listing Regulations"), the Company had provided facility for voting through electronic means (e-Voting) to all the Members of the Company to enable them to cast their votes only through electronic means on the items mentioned in the Notice.

In view of the extension provided to the Corporates in providing both voting by physical ballot and e-Voting, a facility was extended for the members to cast their votes only through e-Voting in accordance with the provisions of the MCA Circulars.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Act and the Rules framed thereunder as also under the Listing Regulationsrelating to voting through e-Voting process and for the Resolution(s) proposed in the Notice of Postal Ballot of the Company dated January 30, 2024.

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

My responsibility as a Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Notice. My Report is based on the Report generated from e-Voting system provided by the National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-Voting facilities for voting through electronic means in respect of the resolutions as contained in the Postal Ballot Notice.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot (e-Voting) received from the Members of the Company, I submit my report as under:

- 1. The Company has appointed NSDL as Service Provider, for the purpose of extending the facility of e-Voting to the Members of the Company through their website www.evoting.nsdl.com.M/s. Link Intime India Private Limited is the Registrar and Transfer Agent (R&TA) of the Company.
- 2. The Company on February 06, 2024 has completed sending of Postal Ballot Notice and Explanatory Statement to its Members by e-Mail whose name(s) appeared on the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Monday, February 05, 2024 ("Cut-off date") and whose e-Mail IDs are registered with the Company/Depositories..
- 3. In terms of the aforesaid Postal Ballot Notice and as prescribed in the aforesaid rules, the e-Voting facility was kept open for thirty (30) days period commenced on Wednesday, February 07, 2024 at 09:00 A. M. IST and remained open till 5:00 P. M. IST on Thursday, March 07, 2024 and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on e-Voting platform provided by NSDL.
- 4. The Members of the Company holding shares as on "Cut-off Date" i.e Monday, February 05, 2024 were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated January 30, 2024.
- 5. The requisite Public Advertisement with respect to dispatch of Postal Ballot Notice pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended) was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Loksatta" (in Marathi language) on Wednesday, February 07, 2024.
- 6. Particulars of all the votes cast by electronic means have been entered in a register separately maintained for the purpose.
- 7. The votes casted by e-Voting were duly unblocked in the presence of 2 (two) witnessess. Votes cast by e-Voting were matched with the Register of Members of the Company / list of beneficiaries and checked. The votes downloaded from the e-Voting system were collated on **Thursday, March 07, 2024 after 5:30 P. M.**
- 8. All votes cast through e-Voting up to 5:00 P.M. on Thursday, March 07, 2024 the last date, and time fixed by the Company were considered for my scrutiny. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and R&TA with respect to number of shares held on Monday, February 05, 2024 and authentication, wherever required, lodged for the purpose.



Summary of total votes casted (aggregate of e-Voting) is as follows:

Total number of shareholders on Cut-off Date i.e., February 05, 2024	2,09,681
No. of Shareholders attended the meeting through Video Conferencing	
Promotor and Promotor Group:	Not Applicable
Public:	

<u>Item No.1: Special Resolution</u>- Appointment of Ms. Kemisha Soni (DIN:06805708) as a Non-Executive Independent Director of the Company for a period of 3 years.

Particulars	No. of votes contained in -						
	e-Voting		Postal Ballot		Total		(%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	974	60,55,57,361	N.A.	N.A.	974	60,55,57,361	99.9986
Dissent	43	8,353	N.A	N.A.	43	8,353	0.0014
Total	1017	60,55,65,714	N.A.	N.A.	1017	60,55,65,714	100.0000

Based on the above results, rsolution no.1 as contained in the the Postal Ballot Notice has been passed with requisite majority.

All the relevant records relating to the e-Voting are under my safe custody and will be handed over to the Company Secretary for preserving safely.

Thanking You,

Place: Kolkata

GIRISH BHATIA

Company Secretary in Practice

(CS GIRISH BHATIA)
Practising Company Secretary

FCS: 3295 CP: 13792 UDIN:F003295E003556207 Peer Review No.2011/2022

Date: March 07, 2024

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



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

We the undersigned, have witnessed that the votes cast in respect of resolutions mentioned in the Notice of Postal Ballot dated January 30, 2024 of Poonawalla Fincorp Limited [the Company] through e-Voting were unblocked by the scrutinizer Mr. Girish Bhatia, from NSDL's e-Voting website **www.evoting.nsdl.com** in our presence on March 07, 2024, at around 5:30 P.M. (IST) at 19-B, Alipore Road, Shubham Apartment, Flat No.5B, Kolkata - 700027. We are not in employment of the Company.

Sumit Agarwal

Mr. Sumit Agarwal Flat No.5A, Shubham Apartment 19-B, Alipore Road, Kolkata – 700 027. Ms. Vishakha Agarwal
Flat No.5A, Shubham Apartment
19-B, Alipore Road, Kolkata – 700 027.

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



Countersigned by: For Poonawalla Fincorp Limited

Shabnum Zaman Company Secretary ACS No: 13918

RESULT OF POSTAL BALLOT

Name	Poonawalla Fincorp Limited
Date of announcement of Postal Ballot results.	March 07, 2024
Total no. of shareholders on record date (Cut-off date i.e February 05, 2024)	2,09,681
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

Resolution No.1:	Appointment of Ms. Kemisha Soni (DIN:06805708) as a Non-Executive Independent Director of the Company for a period of 3 years.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*10 0	No. of Votes – in favour [4]	No. of Votes – Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*1 00
	E- Voting		481217690	100.0000	481217690	0	100.0000	0.0000
Promoter and	Poll		481217090	0.0000	481217090	0	0.0000	0.0000
Promoter	Postal	481217690	0	0.0000	0	0	0.0000	0.0000
Group	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		481217690	100.0000	481217690	0	100.0000	0.0000
	E- Voting	103494170	89780484	86.7493	89780484	0	100.0000	0.0000
Public	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total E-		89780484	86.7493	89780484	0	100.0000	0.0000
	Voting		34567540	18.7665	34559187	8353	99.9758	0.0242
Public Non	Poll	104100007	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	184198007	0	0.0000	0	0	0.0000	0.0000
Total	Total	768909867	34567540 605565714	18.7665 78.7564	34559187 605557361	8353 8353	99.9758 99.9986	0.0242 0.0014



CERTIFIED TRUE COPY OF MINUTES OF THE PROCEEDINGS NO. 04/2023-24 HELD ON THURSDAY MARCH 07, 2024 AT 09:15 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH REMOTE E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEREUNDER ON THE SPECIAL RESOLUTION AS SET OUT IN THE NOTICE DATED JANUARY 30, 2024.

The Board of Directors of the Company on January 30, 2024 have accorded approval for the proposal to conduct Postal Ballot by Remote e-Voting/e-Voting procedure pursuant to Sections 108 and 110 of the Companies Act, 2013 ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and other applicable provisions, if any, including any statutory modification(s) or reenactment(s) thereof for the time being in force, provisions of Secretarial Standard on General Meetings ("SS-2") read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No.02/2022 dated May 5, 2022 ,General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 15,2023 issued by the Ministry of Corporate Affairs issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("SEBI Listing Regulations"). The notice was sent to Members on Tuesday, February 06, 2024.

As provided in Rule 22 and Rule 20(4) of the Management Rules, an advertisement was published by the Company on Wednesday, February 07, 2024, informing that the Postal Ballot Notice along-with the explanatory statement and e-voting information, were emailed to all those Members who have registered their email ID(s) with the Registrar and Share Transfer Agent/Depositories.

Further, the Board of Directors appointed Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295: CP No. 13792), as scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner.

The Company had engaged the services of National Securities Depository Limited ('E-voting Agency/NSDL') for providing e-voting facility to all the Members of the Company on the cut-off date i.e. Monday, February 05, 2024, in terms of the provisions of Sections 110, 108 and other applicable provisions of the Act, MCA Circulars, and SEBI Listing Regulations. The remote e-voting period started on Wednesday, February 07, 2024 at 9:00 A. M. IST and remained open till 5:00 P.M. IST on Thursday, March 07, 2024.

Only those Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, February 05, 2024 were entitled to cast their votes by remote e-voting.

Accordingly, on closure of the remote e-voting period, Mr. Girish Bhatia, Scrutinizer, on the basis of data on remote e-voting and related documents furnished by NSDL, relating to the postal ballot, submitted his report to the Company on Thursday, March 07, 2024.



SPECIAL RESOLUTION:

1. <u>Appointment of Ms. Kemisha Soni (DIN: 06805708) as a Non-Executive Independent Director of the Company</u> for a period of 3 years.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (the "Act"), Regulations 16, 17 and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Kemisha Soni (DIN: 06805708), who was appointed as an additional director of the Company, with effect from January 30, 2024 and holds office as such up to the date of the ensuing annual general meeting has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and SEBI Listing Regulations and who is eligible for appointment and for whom the Company has received notice under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (Three) years, with effect from January 30, 2024 till January 29, 2027 (both dates inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution."

RESULTS:

The Report submitted by the Scrutinizer was taken on record. Based on the Scrutinizer's Report, the Special Resolution as set out in the Notice dated January 30, 2024 was passed by the Members by remote e-voting with requisite majority and shall be deemed to have been passed on Thursday, March 07, 2024, the last date of remote e-voting. The results of the postal ballot through e-voting appear as Addendum to the Minutes.

For Poonawalla Fincorp Limited

Shabnum Zaman Company Secretary ACS No. 13918



ADDENDUM TO THE MINUTES OF THE PROCEEDINGS NO. 04/2023-24 HELD ON THURSDAY, MARCH 07, 2024 AT 09:15 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING ON THE SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE DATED JANUARY 30, 2024.

The result of the remote e-voting (EVEN:127746) using the Platform provided by NSDL as per the Scrutinizers Report dated March 07, 2024 is as follows: -

Summary of votes casted as follows:

<u>Item No.1</u>: <u>Appointment of Ms. Kemisha Soni (DIN: 06805708) as a Non-Executive Independent Director of the Company for a period of 3 years.</u>

Special Resolution -

	No. of vo	tes contained in	_					
Particulars	e-Voting		Postal Ballot		Total		(%)	
	No.	Votes	No.	Votes	No.	Votes		
Assent	974	60,55,57,361	N.A.	N.A.	974	60,55,57,361	99.9986	
Dissent	43	8,353	N.A	N.A.	43	8,353	0.0014	
Total	1017	60,55,65,714	N.A.	N.A.	1017	60,55,65,714	100.0000	

The brief analysis of the results of the voting through e-voting are as under:

	Poonawalla Fincorp Limited
Date of announcement of Postal Ballot results.	March 07, 2024
Total no. of shareholders on record date (Cut-off date i.e February 05, 2024)	2,09,681
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

Resolution No.1:	Appointment of Ms. Kemisha Soni (DIN: 06805708) as a Non-Executive Independent
	Director of the Company for a period of 3 years.
Resolution Required	Special Resolution
(Ordinary / Special)	
Whether Promoter/Promoter	No
group are interested in the agenda	
or resolution?	



	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*10	No. of Votes – in favour	No. of Votes - Agains t	% of Votes in favour on votes polled [6]={[4]/[% of Votes against on votes polled [7]={[5]/[2]}*
Category		[1]	[2]	0	[4]	[5]	2]}*100	100
Promoter	E- Voting		481217690	100.0000	481217690	0	100.0000	0.0000
and	Poll	481217690	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	481217090	0	0.0000	0	0	0.0000	0.0000
	Total		481217690	100.0000	481217690	0	100.0000	0.0000
	E- Voting	103494170	89780484	86.7493	89780484	0	100.0000	0.0000
Public	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		89780484	86.7493	89780484	0	100.0000	0.0000
	E- Voting		34567540	18.7665	34559187	8353	99.9758	0.0242
Public Non	Poll	184198007	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	184198007	0	0.0000	0	0	0.0000	0.0000
	Total		34567540	18.7665	34559187	8353	99.9758	0.0242
Total		768909867	605565714	78.7564	605557361	8353	99.9986	0.0014

For Poonawalla Fincorp Limited

Shabnum Zaman Company Secretary ACS No. 13918