

October 04, 2024

The Manager, Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051
Symbol: POONAWALLA

The Secretary, Listing Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Company Code: 524000

Subject: Submission of Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith a copy of the Postal Ballot Notice dated October 01, 2024 of Poonawalla Fincorp Limited ('Company'), for seeking approval of the Members of the Company.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, this Postal Ballot Notice is being sent in electronic form only to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Link Intime India Private Limited, the Company's Registrars and Share Transfer Agents ('RTA') as on Monday, September 30, 2024 ('Cut-Off Date').

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting/e-voting facility to its Members.

The remote e-voting period commences on Saturday, October 05, 2024 at 09:00 a.m. (IST) and ends on Sunday, November 03, 2024 at 05:00 p.m. (IST).

The detailed procedure for remote e-voting is provided in the Notes to the Postal Ballot Notice.

The Postal Ballot Notice is also available on the website of the Company at www.poonawallafincorp.com.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For Poonawalla Fincorp Limited

SHABNUM
ZAMAN

Digitally signed by
SHABNUM ZAMAN
Date: 2024.10.04 18:55:08
+05'30'

Shabnum Zaman
Company Secretary
ACS 13918

Enc: 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

POONAWALLA FINCORP LIMITED**Registered office:** 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra**Phone:** 020 6780 8090 **CIN:** L51504PN1978PLC209007**Website:** www.poonawallafincorp.com **Email:** secretarial@poonawallafincorp.com**NOTICE OF POSTAL BALLOT**

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Saturday, October 05, 2024 at 09:00 a.m. (IST)	Sunday, November 03, 2024 at 05:00 p.m. (IST)

Dear Members,

NOTICE is hereby given to the Shareholders (“**Members**”) of Poonawalla Fincorp Limited (“**Company**”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the 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 re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings (“**SS-2**”) read with the General Circular No. 14/2020 dated April 08, 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 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (together “**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 (together “**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 resolutions appended below is proposed to be passed by way of a postal ballot (“**Postal Ballot**”) through remote electronic voting process (“**remote e-voting/e-voting**”).

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, Members can vote only through the remote e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of National Securities and Depository Limited (“**NSDL**”) for facilitating the e-voting process.

Members are requested to read the instructions in the notes under the section “**General information and instructions relating to e-voting**” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote(s) electronically. Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. IST on **Sunday, November 03, 2024** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

The Board of Directors of the Company have appointed Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.

The explanatory statement under Section 102(1) of the Act (“**Explanatory Statement**”) setting out the material facts concerning the proposed resolutions and the reasons thereof are annexed hereto for your consideration.

SPECIAL BUSINESS(ES):**1. Appointment of Mr. Kewal Kundanlal Handa (DIN: 00056826) as Non-Executive Independent Director of the Company for a period of 3 years:**

To consider and if thought fit, to pass with or without modification(s) 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 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder, Regulations 16, 17 and 25 and other applicable regulations, if any, 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, Mr. Kewal Kundanlal Handa (DIN: 00056826), who was appointed as an additional director of the Company, with effect from October 01, 2024 and holds office as such up to the date of ensuing general meeting of the Company or for a period of three months from the date of appointment, whichever is earlier and has submitted a declaration that he 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 (under Non-Executive category) of the Company, not liable to retire by rotation, for a period of 3 (Three) years, with effect from October 01, 2024 till September 30, 2027 (both dates inclusive) and on such terms and conditions including remuneration which will be governed by the Company’s Remuneration Policy as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI Listing Regulations and other applicable provisions if any, Mr. Kewal Kundanlal Handa be continued as an Independent Director of the Company for the said term of 3 years, notwithstanding that on August 22, 2027 he attains the age of 75 years during the aforesaid tenure.

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.”

2. Appointment of Ms. Sonal Sanjay Modi (DIN: 03403571) as Non-Executive and Non-Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder, 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 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 the recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded for the appointment of Ms. Sonal Sanjay Modi (DIN: 03403571) as Non-Executive and Non-Independent Director of the Company with effect from August 16, 2024, liable to retire by rotation, who was appointed as an Additional Director in the capacity of Non-Executive and Non-Independent Director of the Company pursuant to Section 161 of the Act read with Regulation 17(1C) of the SEBI Listing Regulations to hold office up to the date of ensuing general meeting or three months from the date of her appointment as such, whichever is earlier and in respect of whom the Company has received a notice under Section 160 of the Act from a Member proposing her candidature for the office of the Director, and on such terms and conditions including remuneration which will be governed by the Company’s Remuneration Policy as stated in the explanatory statement hereto.

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.”

3. **Payment of commission to Non-Executive Directors of the Company for a period of 5 (five) years commencing from April 01, 2024.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) and rules made thereunder and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded for payment of commission for a sum not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Non- Executive Directors including Independent Directors of the Company upto Rs. 50,00,000/- (Rupees Fifty Lakh only), per director for a period of 5 (five) financial years commencing from April 01, 2024 to March 31, 2029, as may be decided by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) based on the performance and remuneration policy of the Company, as may be amended from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Non- Executive Directors including Independent Directors shall be paid remuneration by way of commission as set out above, as may be decided by the Board, notwithstanding that it may exceed one percent of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions of Schedule V to the Act, as applicable from time to time.

RESOLVED FURTHER THAT for giving effect to above resolution, the Board of Directors Company (which term shall include any Committee thereof) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company.”

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411 036
Maharashtra

Date: October 01, 2024
Place: Pune

By order of the Board of Directors,

For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No.: 13918

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (**‘Act’**) and Secretarial Standards on General Meetings (**‘SS-2’**) setting out material facts are appended herein below.
2. Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) has been appointed as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on **Monday, September 30, 2024 (‘Cut-off date’)** and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.13.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote e-voting only.
5. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (**‘NSDL’**) for facilitating e-voting to enable the Members to cast their votes electronically.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ RTA. Members may note that the Postal Ballot notice will also be available on the Company’s website www.poonawallafincorp.com at weblink i.e. <https://poonawallafincorp.com/pfca/assets/pdf/PFL-Postal-Ballot-Notice-dated-October-01-2024.pdf> and websites of the Stock Exchanges BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members not having their email IDs registered are requested to download a copy of Postal Ballot Notice available at the website of the Company at www.poonawallafincorp.com at the weblink <https://poonawallafincorp.com/investor.php>
8. All the material documents referred to in the Explanatory Statement, or as may be relevant to / connected with the proposed resolutions, shall be available for inspection from 10:00 A.M. to 12:00 Noon on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of remote e-voting by the Members.
9. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (**“CDSL”**) as on **Monday, September 30, 2024**. The Members whose name appear in the Register of Members/ list of Beneficial Owners as on **Monday, September 30, 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Monday, September 30, 2024**, being the cut-off date fixed for the purpose.
11. The voting through electronic means will **commence on Saturday, October 05, 2024 at 09:00 a.m. (IST) and will end on, Sunday, November 03, 2024 at 05:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
12. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
13. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (**“RTA”**), Link Intime India Pvt Ltd at mt.helpdesk@linkintime.co.in. In case of any queries/difficulties in registering the e-mail address, Members may write to secretarial@poonawallafincorp.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
14. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in English National daily with wide circulation and one Regional language daily with wide circulation where the registered

office of the Company is situated and shall be hosted at the Company's website at www.poonawallafincorp.com. The said public notice shall also mention the process for registration of E-mail IDs by those Members who have not yet registered their email-ids with the RTA and Depository Participants.

15. The Scrutinizer will submit his report to the Chairman or any other Director after completion of the scrutiny and the results of the Postal Ballot e-voting process will be declared on or before **Tuesday, November 05, 2024** at the Registered Office of the Company and the results will also be displayed on the Notice Board at the Registered Office of the Company, immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results of the Postal Ballot (including e-voting), along with the Scrutinizer's Report will be posted on the Company's website www.poonawallafincorp.com at its weblink i.e. <https://poonawallafincorp.com/investor.php>
16. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and NSDL. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, November 03, 2024** being the last date specified by the Company for remote e-voting.
17. The resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
18. Any query in relation to the resolutions proposed to be passed through Postal Ballot may be addressed to Ms. Shabnum Zaman, Company Secretary at Email: shabnum.zaman@poonawallafincorp.com/ secretarial@poonawallafincorp.com or query/ grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Senior Manager – NSDL, , Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 at Toll Free No. 1800 1020 990/ 1800 22 44 30 or at E-mail ID : evoting@nsdl.com.
19. **Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.**
20. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**
 - I. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
 - II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal [Home - scores.sebi.gov.in](http://Home-scores.sebi.gov.in) in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
 - III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

General information and instructions relating to e-voting:

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Sections 108 and 110 of the Act read with Rule 20 of the Management Rules including any amendments thereto and as per Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service</p>

Type of Shareholders	Login Method
	<p>provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.</p> <p>Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</p> <p>4. Your User ID details are given below:</p>	
Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 131877 then user ID is 1318770001***
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5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to girishbhatia1956@gmail.com with a copy marked to evoting@nsdl.com; rnt.helpdesk@linkintime.co.in and secretarial@poonawallafincorp.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022-4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Postal Ballot Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to your Depository Participants. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., Login method for e-Voting for Individual Shareholders holding securities in demat mode.
3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**Item no. 1**

The Board of Directors ('Board') of the Company, on the recommendation of the Nomination and Remuneration Committee ('NRC') on October 01, 2024, approved the appointment of Mr. Kewal Kundanlal Handa (DIN: 00056826) as an additional director in the capacity of Non-Executive Independent Director for a term of 3 (Three) years from October 01, 2024 till September 30, 2027 (both dates inclusive) subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ('the Act') from a Member proposing the candidature of Mr. Kewal Kundanlal Handa for appointment as a Non-Executive Independent Director of the Company. Mr. Kewal Kundanlal Handa has given his consent to be appointed as such and also the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Act and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023, as amended. Besides, he has also provided a confirmation under Section 149(7) of the Act that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and he is independent of the management. Mr. Kewal Kundanlal Handa has also confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Kewal Kundanlal Handa has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, Mr. Kewal Kundanlal Handa can hold office as an additional director up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The brief profile and specific areas of expertise: Mr. Kewal Kundanlal Handa is a qualified Management Accountant and Company Secretary along with a Master's Degree in commerce and has diverse experience in Finance, Banking - Commercial, Strategy, Business Development, Merger & Acquisition, Corporate Affairs and has experience also in sectors like Engineering, Consumer and Project Finance. He was awarded the 'India CFO 2004 - Excellence in Finance in an MNC' by International Market - Assessment Group, the 'Bharat Shiromani Award in 2007' and the 'Pharma Leaders - Pharma Professional in the year 2010.'

Mr. Kewal Kundanlal Handa has been the former Managing Director of Pfizer Limited from 2005 to 2012, prior to this he has also served as Executive Director - Finance, Pfizer Limited. He has also served as the Managing Director of Wyeth Ltd from 2009 to 2012. Under his leadership Pfizer India became one of the top ten pharmaceutical companies in India, due to new initiatives and innovative strategies implemented during his term. He has constantly challenged the rules of the game - whether it was making Pfizer India's first MNC to enter into the branded generics space in India or explore a unique partnership with the Government to increase access.

Mr. Kewal Kundanlal Handa served as Non-Executive Chairman of Union Bank of India. During his stint in Union Bank, he focused on performances of the bank and he worked on strategies to set up a new monitoring system, championed the digital initiatives, worked closely on the mergers and made Union Bank one of the leading banks in India. He has worked with companies like Vidyut Blades & State Industrial Investment Corporation of Maharashtra (SICOM) and Schrader Scoville Duncan. He has also worked in the Domestic & Global Generic Businesses and has a wide range of experience in markets like US, South East Asia, Africa, Bangladesh, and Sri Lanka. He also served as President of All India Management Association (AIIMA), Ex-Board of Governor of Indian Institute of Management, Ahmedabad (IIMA) and Indian Institute of Management Raipur (IIM Raipur), Ex-Vice President of Organization of Pharmaceutical Producers of India (OPPI).

He has completed the Pfizer Leadership Development Program from Harvard University and the Senior Management Development Program from IIM, Ahmadabad. Mr. Kewal Kundanlal Handa has also done a Certificate course on Marketing Strategy from Columbia Business School, New York.

The NRC evaluated his skills, experience and knowledge he will bring to the Board and recommended appointment of Mr. Kewal Kundanlal Handa as a Non - Executive Independent Director of the Company. In the opinion of the Board, Mr. Kewal Kundanlal Handa is independent of the management of the Company and fulfils the conditions specified in the Act and SEBI Listing Regulations, for appointment as a Non-Executive Independent Director. Accordingly, the Board are of the view that Mr. Kewal Kundanlal Handa possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director and his continuation on the Board of the Company as an Independent Director

even after attaining the age of 75 years as on August 22, 2027 will be in the interest of the Company and therefore, recommends obtaining approval of the Shareholders as a Special Resolution

As an Independent Director, Mr. Kewal Kundanlal Handa shall be entitled to remuneration in the form of commission and sitting fees for attending Board & Committee meeting(s) and reimbursement of expenses, if any, for participation in the Board and other meetings which shall be governed by Company's Remuneration Policy as may be amended from time to time.

The copy of terms and conditions of appointment of Mr. Kewal Kundanlal Handa as a Non-Executive Independent Director would be made available for inspection by the Members, at the Registered Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at www.poonawallafincorp.com till the last date of e-voting by the Shareholders.

The Board recommends the resolution set out in Item No. 1 of the Notice to the Members for their consideration and approval, by way of a Special Resolution.

None of the Directors/key managerial personnel and/or their relatives, except Mr. Kewal Kundanlal Handa is directly or indirectly concerned or interested, financially or otherwise in the resolution set out in Item No. 1 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

Item no. 2 :

The members may note that as per Article 3.4. of Chapter II of the Article of Association of the Company, Rising Sun Holdings Pvt Ltd ('RSHPL') has a right to nominate for appointment of all the non-independent directors of the Company. In view of the same, the Company has received a nomination letter from RSHPL for the appointment of Ms. Sonal Sanjay Modi as Non-Executive Non-Independent Director of the Company.

The Board of Directors ('Board') of the Company on August 16, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC'), approved appointment of Ms. Sonal Sanjay Modi (DIN: 03403571), as an Additional Director in the capacity of a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, with effect from August 16, 2024, subject to the approval of the Members of the Company.

The Company has received the requisite consent and disclosure forms relating to her appointment as a Director and a notice under Section 160(1) of the Companies Act, 2013 ('the Act') from a member signifying intention to propose Ms. Sonal Sanjay Modi's appointment as a Director of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') Ms. Sonal Sanjay Modi can hold office as an additional director up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Ms. Sonal Sanjay Modi possesses the requisite skill sets as identified by the Board to be possessed by the Board in the context of Company's business. The Board is of the view that Ms. Sonal Sanjay Modi's knowledge and experience will benefit and add value to the Company and pursuant to the recommendation of the NRC, recommends her appointment as aforesaid.

The brief profile and specific areas of expertise: Ms. Sonal Sanjay Modi an accomplished professional with over 40 years of experience at HDFC Limited, pioneers of the mortgage finance industry in India, having extensive experience and expertise in retail lending in areas of credit underwriting, business development, market expansion and outreach, expanding branch network, management of sales channels, cross selling etc. She has handled various responsibilities at HDFC, which include growing the retail lending business, corporate and developer funding, deposit mobilization, maintaining the quality of the loan portfolio, managing customer service and expectations, overseeing the internal audit function, handling new business initiatives at the corporate level. Additionally, she had led multiple projects at the national level including the companywide System and Process Transformation Project. The project which was done in collaboration with an external Consultant, marked HDFC's foray into digitization of processes that evolved into the large scale Digital Transformation of lending processes. Successfully implemented innovative process improvement projects pan-India, introducing automation and digital interventions in the credit underwriting process.

She has held Board positions at Savoir Trustee Limited (formerly known as HDFC Ventures Trustee Company Limited) and Friends of Women's World Banking (FWWB). She is currently a Trustee for HDFC Schools.

She holds a Bachelors degree in Commerce and Law and a Masters degree in Business Administration from Gujarat University, Ahmedabad.

Ms. Sonal Sanjay Modi has given her consent to be appointed as such and also the confirmation that she is not disqualified to act as Director in terms of Section 164 of the Act and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19,2023, as amended. She has also confirmed that she has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. In the opinion of the Board, Ms. Sonal Sanjay Modi possesses diversified experience and expertise in the field of retail lending, IT, digital transformation, customer service and internal audit.

As a Non-Executive Director, Ms. Sonal Sanjay Modi shall be entitled to remuneration in the form of commission and sitting fee for attending Board & Committee meeting(s) which shall be governed by the Company's Remuneration Policy as may be amended from time to time.

The Board of Directors recommends the resolution set out in Item No. 2 of the Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

None of the Directors/key managerial personnel and/or their relatives, except Ms. Sonal Sanjay Modi is directly or indirectly concerned or interested, financially or otherwise in the resolution set out in Item No. 2 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

Item No 3:

The members may note that Section 197 of the Companies Act, 2013, (the 'Act') permits payment of remuneration to a director, who is neither a whole-time director nor a managing director of a company, by way of commission not exceeding one percent of the net profits of the company, if the company authorises such payment.

The Members of the Company through Postal Ballot on March 31, 2016, approved payment of commission to the Independent Directors of the Company not exceeding one percent of the net profits of the Company.

The Directors of the Company play an important role in overseeing the governance, performance and sustainable growth of the Company. In line with the current trends and commensurate with the time devoted, contribution made, and guidance & oversight provided by the Non-Executive Directors (other than independent directors) for the growth of the Company, payment of remuneration by way of commission was proposed to the Non-Executive Directors as well. In view of the same, fresh Shareholder's approval is sought to enable the Company to make payment of remuneration in the form of Commission to Non-Executive Directors including the Independent Directors of the Company for a period of five financial years commencing from April 01, 2024, which would be within the limits of one percent of the net profits of the Company. In the event of loss or inadequacy of profits in a financial year, any Non-Executive Director of the Company, including an Independent Director, may be paid remuneration in accordance with Schedule V of the Act.

The Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') at the meeting held on August 16, 2024 recommended for the approval of the Members, payment of remuneration by way of commission to the Non-Executive Directors including the Independent Director of the Company. The amount of commission shall be payable each year after the annual accounts is approved by the Board of Directors, for 5 (five) financial years commencing from April 01, 2024 to March 31, 2029.

The above payment to Non-Executive Directors will be in addition to the sitting fees payable to them for attending Board/committee meetings and reimbursement of expenses, if any for participation in the Board and other meetings.

The approval is not being sought for particular appointee, but for all the Non-Executive Director serving and to be appointed on the Board during the five financial years commencing from April 01, 2024.

The background details and profile of Non-Executive Director serving on the Board is provided on the website and can be accessed at [About - Poonawalla Fincorp, Board of Directors, Independent Director](#). The same should be read as part of this explanatory statement.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, of the Act is as under:

I. General Information

- i. Nature of Industry: The Company is a Non-Banking Financial Company ('NBFC'), engaged in Consumer and MSME financing.
- ii. Date or expected date of start of Commercial Production: The Company was incorporated in 1978. The Company is registered with the Reserve Bank of India (RBI) and classified as NBFC-ML. The Company is into financing business for over 3 decades with strong management team and extensive industry experience.
- iii. In case of new companies expected date of commencement of activities as per project approved by Financial Institution appearing in the Prospectus: Not Applicable
- iv. Financial performances (standalone) during the year ended March 31, 2024:

Particulars	(Rs. In Crores)
Total Income	3,151.82
Profit Before Tax	2,538.54
Profit After Tax	2,055.96

- v. Foreign Investments or collaborations, if any: While the Company has foreign investment in its Equity and Debt instruments, the Company has not made any foreign investments and neither entered into any collaborations during the last year.

II. Information about the Appointee:

1. Background Details	The approval is not being sought for a particular appointee, but for all Non-Executive Director including the Independent Director serving and to be appointed on the Board during five financial years commencing from April 01, 2024. The background details of Non-Executive Director serving on the Board is provided on the website and can be accessed at About - Poonawalla Fincorp, Board of Directors, Independent Director . The same should be read as part of this explanatory statement.
2. Past Remuneration (as per last audited balance sheet dated March 31, 2024)	Non-Executive Non-Independent Director: Sitting fees: Rs.0.52 Crores Independent Director: Sitting fees: Rs.1.22 Crores Commission: Rs. 2.08 Crores
3. Recognition or Awards	Refer detailed profile of the Non-Executive Directors serving on the Board is available on the website of the Company at About - Poonawalla Fincorp, Board of Directors, Independent Director , and should be read as part of this explanatory statement.
4. Job Profile and suitability	

5. Remuneration proposed	Payment of commission to the Non-Executive Director for a sum not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Non-Executive Directors including Independent Directors of the Company upto Rs. 50,00,000/- (Rupees Fifty Lakh only), per director for a period of 5 (Five) financial years commencing from April 01, 2024 to March 31, 2029, as may be decided by the Board of Directors of the Company. The above payment to Non-Executive Directors will be in addition to the sitting fees payable to them for attending Board/committee meetings and reimbursement of expenses, if any, for participation in the Board and other meetings.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by the Non-Executive Directors, proposed remuneration is commensurate with the industry standard and Board level positions held in similar sized and similarly positioned business.
7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	Apart from receiving remuneration as stated above, Non-Executive Director does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company or other Director of the Company.

III. Other information:

1. Reason for loss / inadequate profit	Not Applicable as the Company has adequate profits.
2. Step taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Act, shall be disclosed in the Corporate Governance report to the extent applicable.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The said resolution confers power on the Board, or the NRC including any variation in remuneration, provided such remuneration is in accordance with the Act.

The Board of Directors recommends the resolution set out in Item No. 3 of the Notice to the Members for their consideration and approval, a special resolution is being sought pre-emptively from the Members. This approval shall also be deemed to be approval under Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors/key managerial personnel and/or their relatives, except the concerned Non-Executive Director are directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 3 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

Annexure A

Information as required under Companies Act, 2013 and under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 ("SS-2") on General Meetings for appointment of the Director is given hereunder:

Item No 1:

Name	Mr. Kewal Kundanlal Handa																
DIN	00056826																
Date of Birth (Age)	August 22, 1952 72 years																
Date of first appointment on the Board	October 01, 2024																
Qualification	Management Accountant, Company Secretary and Master's Degree in commerce																
Expertise in specific functional area	Diverse experience in Finance, Banking - Commercial, Strategy, Business Development, Merger & Acquisition, Corporate Affairs.																
Terms and conditions of appointment along with details of remuneration sought to be paid	<p>Mr. Kewal Kundanlal Handa was appointed as additional director in the capacity of Independent Director for a term of 3 (Three) years from October 01, 2024 till September 30, 2027 (both dates inclusive) and is not liable to retirement by rotation.</p> <p>The remuneration payable to Mr. Kewal Kundanlal Handa in the form of sitting fees and commission which shall be governed by the Remuneration Policy of the Company, as may be amended from time to time.</p>																
Remuneration last drawn by such person, if applicable.	NA																
List of outside Directorships	<p>Listed Companies:</p> <ol style="list-style-type: none"> Borosil Scientific Limited Akums Drugs and Pharmaceuticals Limited Borosil Limited Heubach Colorants India Limited <p>Unlisted Companies:</p> <ol style="list-style-type: none"> United Ciigma Institute of Medical Sciences Private Limited Wellness Forever Medicare Limited Salus Lifecare Private Limited Ramkrishna Care Medical Sciences Private Limited Ganga Care Hospital Limited Conexus Social Responsibility Services Private Limited Omsav Pharma Research Private Limited Infiiloom India Private Limited 																
*Listed entities from which the Director has resigned in the past three years	<ol style="list-style-type: none"> R M Drip and Sprinklers Systems Limited Greaves Cotton Limited Mukta Arts Limited (Tenure completion) 																
**Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a Director	<table border="1"> <thead> <tr> <th>Sr.No</th><th>Name of the Company</th><th>Committee position held</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Borosil Scientific Limited</td><td>Audit Committee</td></tr> <tr> <td>2.</td><td>Akums Drugs and Pharmaceuticals Limited</td><td>Audit Committee Stakeholders Relationship Committee</td></tr> <tr> <td>3.</td><td>Borosil Limited</td><td>Audit Committee</td></tr> <tr> <td>4.</td><td>Heubach Colorants India Limited</td><td>Audit Committee</td></tr> </tbody> </table>		Sr.No	Name of the Company	Committee position held	1.	Borosil Scientific Limited	Audit Committee	2.	Akums Drugs and Pharmaceuticals Limited	Audit Committee Stakeholders Relationship Committee	3.	Borosil Limited	Audit Committee	4.	Heubach Colorants India Limited	Audit Committee
Sr.No	Name of the Company	Committee position held															
1.	Borosil Scientific Limited	Audit Committee															
2.	Akums Drugs and Pharmaceuticals Limited	Audit Committee Stakeholders Relationship Committee															
3.	Borosil Limited	Audit Committee															
4.	Heubach Colorants India Limited	Audit Committee															

Name	Mr. Kewal Kundanlal Handa
Shareholding in the Company including beneficial ownership	None
No. of Meetings of the Board attended during the financial year 2023-24.	NA
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	There is no inter se relationship between Mr. Kewal Kundanlal Handa, other Members of the Board and Key Managerial Personnel of the Company.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Covered in Explanatory Statement for resolution Item no. 1

Item No 2:

Name	Ms. Sonal Sanjay Modi
DIN	03403571
Date of Birth (Age)	24.07.1960 64 years
Date of first appointment on the Board	August 16, 2024
Qualification	Masters degree in Business Administration, Bachelors degree in Commerce and Law from Gujarat University, Ahmedabad.
Expertise in specific functional area	A seasoned mortgage finance professional with over 40 years of experience at HDFC Limited. Extensive experience and expertise in retail lending in areas of credit underwriting, business development, market expansion and outreach, expanding branch network, management of sales channels, cross selling etc. Successfully implemented innovative process improvement projects pan-India, introducing automation and digital interventions in the credit underwriting process.
Terms and conditions of appointment along with details of remuneration sought to be paid	Ms. Sonal Sanjay Modi was appointed as additional director in the capacity of Non-Executive Director with effect from August 16, 2024 and is liable to retirement by rotation. The remuneration payable to Ms. Sonal Sanjay Modi in the form of sitting fees and commission which shall be governed by the Remuneration Policy of the Company, as may be amended from time to time.
Remuneration last drawn by such person, if applicable. (FY 2023-24)	NA
List of outside Directorships	NA
*Listed entities from which the Director has resigned in the past three years	None
**Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a Director	None
Shareholding in the Company including beneficial ownership	None

Name	Ms. Sonal Sanjay Modi
No. of Meetings of the Board attended during the financial year 2023-24 and till date of the Notice.	NA
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	There is no inter se relationship between Ms. Sonal Sanjay Modi other Members of the Board and Key Managerial Personnel of the Company.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Covered in Explanatory Statement for resolution Item no. 2

*Includes Directorships in Listed entities (including debt listed).

** Includes only Audit Committee and Stakeholders' Relationship Committee.

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411 036
Maharashtra

By order of the Board of Directors,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No.: 13918

Date: October 01, 2024

Place: Pune