November 04, 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 (E).
Mumbai - 400 051
NSE Symbol: POONAWALLA

Dear Sir/Madam,

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: October 04, 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, November 04, 2024, at the registered office of Poonawalla Fincorp Limited (hereinafter referred as 'the Company') w.r.t the following resolutions:

1. Appointment of Mr. Kewal Kundanlal Handa (DIN: 00056826) as a Non Executive Independent Director of the Company for a period of three years.
2. Appointment of Ms. Sonal Sanjay Modi (DIN: 03403571) as Non Executive and Non Independent Director of the Company, liable to retire by rotation.
3. Payment of Commission to Non Executive Directors of the Company for a period of 5 (five) years commencing from April 01,2024.

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 Monday, November 04, 2024. Based on the report received from the Scrutinizer, the Resolutions have been declared as passed with requisite majority by the Members through remote e-voting process and shall be deemed to have been passed on Sunday, November 03, 2024, the last date of remote e-voting.

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

1. Report of Scrutinizer dated November 04, 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 Digitally signed by SHABNUM ZAMAN Date: 2024.11.04 17:19:21 +05'30'

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

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

.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/Mam,

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 August 16, 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 October 01, 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, General Circular No 09/2023 dated 25.09.2023 andGeneral Circular No. 09/2024 dated 19.09.2024 issued by the Ministry of Corporate Affairs **("MCA Circulars")** and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated13.05.2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023SEBI Circular No. SEBI /HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/PR/CIR/2024/133 dated 03.10.2024 **("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 October 01, 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 October 04, 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 September 30, 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 **Saturday, October 05, 2024 at 09:00 a.m. (IST) and ended on, Sunday, November 03, 2024 at 05:00 p.m. (IST)** 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 September 30, 2024** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated October 01, 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 **Saturday, October 05, 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 **Sunday, November 03, 2024 after 05:30 P. M.**

8. All votes cast through e-Voting up to 05:00 P.M. on November 03, 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 September 30, 2024 and authentication, wherever required, lodged for the purpose.

GIRISH BHATIA COMPANY SECRETARIES KOLKATA

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

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

Total number of shareholders on Cut-off Date i.e., September 30, 2024	272,357
No. of Shareholders attended the meeting through Video Conferencing Promotor and Promotor Group: Public:	Not Applicable

ItemNo.1: *Special Resolution*– Appointment of Mr. Kewal Kundanlal Handa (DIN: 00056826) as a Non Executive Independent Director of the Company for a period of three years.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	809	629,245,884	N.A.	N.A.	809	629,245,884	99.8406
Dissent	67	1,004,610	N.A.	N.A.	67	1,004,610	0.1594
Total	**876**	**630,250,494**	**N.A.**	**N.A.**	**876**	**630,250,494**	**100.0000**

ItemNo.2: Ordinary *Resolution*– Appointment of Ms. Sonal Sanjay Modi (DIN: 03403571) as Non Executive and Non Independent Director of the Company, liable to retire by rotation.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	806	629,252,269	N.A.	N.A.	806	629,252,269	99.8418
Dissent	67	997,325	N.A.	N.A.	67	997,325	0.1582
Total	**873**	**630,249,594**	**N.A.**	**N.A.**	**873**	**630,249,594**	**100.0000**

ItemNo.3: *Special Resolution*– Payment of Commission to Non Executive Directors of the Company for a period of 5 (five) years commencing from April 01,2024.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	773	630,192,681	N.A.	N.A.	773	630,192,681	99.9909
Dissent	95	57,363	N.A.	N.A.	95	57,363	0.0091
Total	**868**	**630,250,044**	**N.A.**	**N.A.**	**868**	**630,250,044**	**100.0000**

GIRISH BHATIA COMPANY SECRETARIES KOLKATA

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

Based on the above results, rsolution(s) no.1 ,2 and 3 as contained in the the Postal Ballot Notice have been deemed to have been passed with requisite majority on November 03, 2024.

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,

GIRISH BHATIA
Company Secretary in Practice

Girish

(CS GIRISH BHATIA)
Practising Company Secretary
FCS: 3295 CP: 13792
UDIN:F003295F001851163
Peer Review No.2011/2022

Place: Kolkata
Date: November 04, 2024

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

GIRISH BHATIA COMPANY SECRETARIES KOLKATA

We the undersigned, have witnessed that the votes cast in respect of resolutions mentioned in the Notice of Postal Ballot dated October 01, 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 November 03, 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.

Vishaka Agarwal

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

Girish

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

GIRISH BHATIA ★ COMPANY SECRETARIES KOLKATA

Countersigned by:
For Poonawalla Fincorp Limited
SHABNUM ZAMAN Digitally signed by SHABNUM ZAMAN Date: 2024.11.04 17:19:49 +05'30'
Shabnum Zaman
Company Secretary
ACS No :13918

RESULT OF POSTAL BALLOT

Name	**Poonawalla Fincorp Limited**
Date of announcement of Postal Ballot results.	Monday, November 04, 2024
Total no. of shareholders on record date (Cut-off date i.e September 30, 2024)	272,357
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 Mr. Kewal Kundanlal Handa (DIN: 00056826) as a Non Executive Independent Director of the Company for a period of three 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**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**481217690**	**100.0000**	**481217690**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	141911898	125055007	88.1216	124085471	969536	99.2247	0.7753
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**125055007**	**88.1216**	**124085471**	**969536**	**99.2247**	**0.7753**
Public Non Institutions	E-Voting	154611752	23977797	15.5084	23942723	35074	99.8537	0.1463
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23977797**	**15.5084**	**23942723**	**35074**	**99.8537**	**0.1463**
Total		**777741340**	**630250494**	**81.0360**	**629245884**	**1004610**	**99.8406**	**0.1594**

Resolution No.2:	Appointment of Ms. Sonal Sanjay Modi (DIN: 03403571) as Non Executive and Non Independent Director of the Company, liable to retire by rotation.
Resolution Required (Ordinary / Special)	Ordinary Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	No

Category	**Mode of Voting**	**No. of shares held** [1]	**No. of votes polled** [2]	**% of Votes Polled on outstanding shares** [3]={[2]/[1]}*100	**No. of Votes – in favour** [4]	**No. of Votes – Against** [5]	**% of Votes in favour on votes polled** [6]={[4]/[2]}*100	**% of Votes against on votes polled** [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**481217690**	**100.0000**	**481217690**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	141911898	125055007	88.1216	124091273	963734	99.2294	0.7706
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**125055007**	**88.1216**	**124091273**	**963734**	**99.2294**	**0.7706**
Public Non Institutions	E-Voting	154611752	23976897	15.5078	23943306	33591	99.8599	0.1401
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23976897**	**15.5078**	**23943306**	**33591**	**99.8599**	**0.1401**
Total		**777741340**	**630249594**	**81.0359**	**629252269**	**997325**	**99.8418**	**0.1582**

Resolution No.3	Payment of Commission to Non Executive Directors of the Company for a period of 5 (five) years commencing from April 01,2024.
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	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**481217690**	**100.0000**	**481217690**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	141911898	125055007	88.1216	125051163	3844	99.9969	0.0031
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**125055007**	**88.1216**	**125051163**	**3844**	**99.9969**	**0.0031**
Public Non Institutions	E-Voting	154611752	23977347	15.5081	23923828	53519	99.7768	0.2232
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23977347**	**15.5081**	**23923828**	**53519**	**99.7768**	**0.2232**
Total		**777741340**	**630250044**	**81.0359**	**630192681**	**57363**	**99.9909**	**0.0091**

CERTIFIED TRUE COPY OF MINUTES OF THE PROCEEDINGS NO. 02/2024-25 HELD ON MONDAY NOVEMBER 04, 2024 AT 05:00 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 RESOLUTIONS AS SET OUT IN THE NOTICE DATED OCTOBER 01, 2024.

The Board of Directors of the Company on October 01, 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 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, General Circular No 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 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 13.05.2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023SEBI Circular No. SEBI /HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/PR/CIR/2024/133 dated 03.10.2024 **("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 Friday, October 04 ,2024.

As provided in Rules 22 and 20(4) of the Management Rules, an advertisement was published by the Company on Saturday, October 05, 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, September 30, 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 Saturday, October 05, 2024 at 09:00 A.M. IST and remained open till 05:00 P.M. IST on Sunday, November 03, 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, September 30, 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 Monday, November 04, 2024.

RESOLUTION(S):

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

As an 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 Director s) 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.**

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.**

As an 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."

RESULTS:

The Report submitted by the Scrutinizer was taken on record. Based on the Scrutinizer's Report, the Resolutions as set out in the Notice dated October 01, 2024 was passed by the Members by remote e-voting with requisite majority and shall be deemed to have been passed on Sunday, November 03, 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 Digitally signed by SHABNUM ZAMAN Date: 2024.11.04 17:20:36 +05'30'

Shabnum Zaman
Company Secretary
ACS No. 13918

POONAWALLA FINCORP

ADDENDUM TO THE MINUTES OF THE PROCEEDINGS NO. 02/2024-25 HELD ON MONDAY, NOVEMBER 04, 2024 AT 05:00 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 RESOLUTIONS AS SET OUT IN THE NOTICE DATED OCTOBER 01, 2024

The result of the remote e-voting (EVEN:131877) using the Platform provided by NSDL as per the Scrutinizers Report dated November 04, 2024 is as follows: -

Summary of votes casted as follows:

ItemNo.1: *Special Resolution*–Appointment of Mr. Kewal Kundanlal Handa (DIN: 00056826) as a Non Executive Independent Director of the Company for a period of three years.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	809	629,245,884	N.A.	N.A.	809	629,245,884	99.8406
Dissent	67	1,004,610	N.A.	N.A.	67	1,004,610	0.1594
Total	**876**	**630,250,494**	**N.A.**	**N.A.**	**876**	**630,250,494**	**100.0000**

ItemNo.2: Ordinary *Resolution*– Appointment of Ms. Sonal Sanjay Modi (DIN: 03403571) as Non Executive and Non Independent Director of the Company, liable to retire by rotation.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	806	629,252,269	N.A.	N.A.	806	629,252,269	99.8418
Dissent	67	997,325	N.A.	N.A.	67	997,325	0.1582
Total	**873**	**630,249,594**	**N.A.**	**N.A.**	**873**	**630,249,594**	**100.0000**

ItemNo.3: *Special Resolution*– Payment of Commission to Non Executive Directors of the Company for a period of 5 (five) years commencing from April 01,2024.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	773	630,192,681	N.A.	N.A.	773	630,192,681	99.9909
Dissent	95	57,363	N.A.	N.A.	95	57,363	0.0091
Total	**868**	**630,250,044**	**N.A.**	**N.A.**	**868**	**630,250,044**	**100.0000**

POONAWALLA FINCORP

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.	November 04, 2024
Total no. of shareholders on record date (Cut-off date i.e September 30, 2024)	272,357
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 Mr. Kewal Kundanlal Handa (DIN: 00056826) as a Non Executive Independent Director of the Company for a period of three 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	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**481217690**	**100.0000**	**481217690**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	141911898	125055007	88.1216	124085471	969536	99.2247	0.7753
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**125055007**	**88.1216**	**124085471**	**969536**	**99.2247**	**0.7753**
Public Non Institutions	E-Voting	154611752	23977797	15.5084	23942723	35074	99.8537	0.1463
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23977797**	**15.5084**	**23942723**	**35074**	**99.8537**	**0.1463**
Total		**777741340**	**630250494**	**81.0360**	**629245884**	**1004610**	**99.8406**	**0.1594**

Resolution No.2:	Appointment of Ms. Sonal Sanjay Modi (DIN: 03403571) as Non Executive and Non Independent Director of the Company, liable to retire by rotation.
Resolution Required (Ordinary / Special)	Ordinary 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	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**481217690**	**100.0000**	**481217690**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	141911898	125055007	88.1216	124091273	963734	99.2294	0.7706
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**125055007**	**88.1216**	**124091273**	**963734**	**99.2294**	**0.7706**
Public Non Institutions	E-Voting	154611752	23976897	15.5078	23943306	33591	99.8599	0.1401
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23976897**	**15.5078**	**23943306**	**33591**	**99.8599**	**0.1401**
Total		**777741340**	**630249594**	**81.0359**	**629252269**	**997325**	**99.8418**	**0.1582**

Resolution No.3	Payment of Commission to Non Executive Directors of the Company for a period of 5 (five) years commencing from April 01,2024.
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**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**481217690**	**100.0000**	**481217690**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	141911898	125055007	88.1216	125051163	3844	99.9969	0.0031
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**125055007**	**88.1216**	**125051163**	**3844**	**99.9969**	**0.0031**
Public Non Institutions	E-Voting	154611752	23977347	15.5081	23923828	53519	99.7768	0.2232
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23977347**	**15.5081**	**23923828**	**53519**	**99.7768**	**0.2232**
Total		**777741340**	**630250044**	**81.0359**	**630192681**	**57363**	**99.9909**	**0.0091**

***For* Poonawalla Fincorp Limited**

SHABNUM ZAMAN

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Shabnum Zaman
Company Secretary
ACS No. 13918