13 November 2021

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

National Stock Exchange of India Limited
The Listing Department,
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East),
Mumbai - 400 051.
NSE Symbol: POONAWALLA

Reference: **Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Subject: **Postal Ballot Notice**

Dear Sir / Madam,

In continuation to our letter dated November 02, 2021, wherein we had intimated that the Board of Directors have approved the Notice of Postal Ballot for seeking approval of shareholders, please find enclosed the Postal Ballot Notice dated November 02, 2021 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 seeking the consent of the shareholders vide Ordinary/ Special resolutions on the matters set out in the notice of Postal Ballot dated November 02, 2021.

Further, we would like to inform that the Notice has been sent on 13 November 2021 through email to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the RTA / Depositories as on the cut-off date, i.e., Wednesday, November 10, 2021.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Poonawalla Fincorp Limited
(Formerly, Magma Fincorp Limited)

Shabnum Zaman
Company Secretary
ACS-13918

POONAWALLA FINCORP LIMITED
(*Formerly*, Magma Fincorp Limited)
Registered Office: "Development House",
24, Park Street, Kolkata – 700 016
Phone: 033-44017350
CIN: L51504WB1978PLC031813
Website: www.poonawallafincorp.com ● Email: shabnum.zaman@poonawallafincorp.com

NOTICE OF POSTAL BALLOT

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

Dear Shareholders,

NOTICE is hereby given that pursuant to 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 April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto **("Listing Regulations")**, the resolutions appended below are proposed to be passed as Ordinary/Special Resolutions by way of Postal Ballot through remote electronic voting process **("e-voting").**

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders 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 electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 P.M. IST on 13 December 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Explanatory Statement under Section 102 of the Companies Act, 2013 setting out the material facts concerning the proposed resolutions and the reasons thereof are annexed hereto for your consideration.

SPECIAL BUSINESS(ES):

1. **Approval for sale of investment of equity shares in Magma HDI General Insurance Company Limited, Joint Venture held by the Company by way of ordinary resolution under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for 'material related party transaction'.**

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

"RESOLVED THAT pursuant to provisions of Section 188, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with relevant rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Regulation 3 of the IRDAI (Transfer of Equity Shares of Insurance Companies) Regulations, 2015, and other necessary regulatory approvals, consents, as may be required and pursuant to the approval of the Audit Committee and the Board of Directors of the Company and subject to the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to sell or transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 45,362,281 equity shares constituting 29.321 % of the share capital held by the Company in Magma HDI General Insurance Company Limited, a Joint Venture ("Magma HDI") at arm's length basis to Sanoti Properties LLP, a limited liability partnership having Mr. Adar Poonawalla and Serum Institute of India Private Limited as its partners ("related party") or such other entity of the Poonawalla group as may be identified at a price of Rs 79.6684/- per equity share amounting to Rs 361.39 crores (Rupees Three Hundred and Sixty One Crores and Thirty Nine Lakhs only) based on a valuation report issued by Corporate Professionals Valuation Services Private Limited, independent Registered Valuer, and on such terms and conditions as set forth in the Binding Offer dated November 02, 2021 and other terms as may be mutually decided by the Company and Sanoti Properties LLP and also approve the transfer of indirect holding of the Company in Magma HDI of 11,000,250 equity shares, constituting 07.110% of the share capital of Magma HDI, held by Jaguar Advisory Services Private Limited to Sanoti Properties LLP, or such other entity of the Poonawalla group as may be identified, on such terms and conditions as set forth in the Binding Offer dated November 02, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver the agreements and any other documents as required, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the equity shares and execute documents, letters, clarifications, and to do all other acts, deeds and things as may be required to be done for performing and completing the transactions contemplated herein as they may in their absolute discretion deem fit."

2. **Approval for sale of investment of equity shares in Magma HDI General Insurance Company Limited, Joint Venture held by the Company by way of special resolution under Regulation 25(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

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

"RESOLVED THAT pursuant to provisions of Regulation 25(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to sell or transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 45,362,281 equity shares constituting 29.321 % of the share capital held by the Company in Magma HDI General Insurance Company Limited, a Joint Venture ("Magma HDI") at arm's length basis to Sanoti Properties LLP, a limited liability partnership having Mr. Adar Poonawalla and Serum Institute of India Private Limited as its partners or such other entity of the Poonawalla group as may be identified at a price of Rs 79.6684/- per equity share amounting to Rs 361.39 crores (Rupees Three Hundred and Sixty One crore and Thirty Nine Lakhs only) based on a valuation report issued by Corporate Professionals Valuation Services Private Limited, independent Registered Valuer and on such terms and conditions as set forth in the Binding Offer dated November 02, 2021 as may be mutually decided upon by the Company and Sanoti Properties LLP and also approve the transfer of indirect holding of the Company in Magma HDI of 11,000,250 equity shares, constituting 07.110% of the share capital of Magma HDI, held by Jaguar Advisory Services Private Limited to Sanoti Properties LLP, or such other entity of the Poonawalla group as may be identified, on such terms and conditions as set forth in the Binding Offer dated November 02, 2021,and other terms as may be mutually decided by the Company and Sanoti Properties LLP.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver the agreements and any other documents as required, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the equity shares and execute documents, letters, clarifications, and to do all other acts, deeds and things as may be required to be done for performing and completing the transactions contemplated herein as they may in their absolute discretion deem fit."

3. **Approval, for sale of investment of equity shares in Magma HDI General Insurance Company Limited, Joint Venture held by the Company by way of special resolution under Section 180(1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act"), and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to sell or transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 45,362,281 equity shares constituting 29.321 % of the share capital held by the Company in Magma HDI General Insurance Company Limited, a Joint Venture ("Magma HDI") at arm's length basis to Sanoti Properties LLP, a limited liability partnership having Mr. Adar Poonawalla

and Serum Institute of India Private Limited as its partners or such other entity of the Poonawalla group as may be identified at a price of Rs 79.6684/- per equity share amounting to Rs 361.39 crores (Rupees Three Hundred and Sixty One Crores and Thirty Nine Lakhs only) based on a valuation report issued by Corporate Professionals Valuation Services Private Limited, independent Registered Valuer and on such terms and conditions as set forth in the Binding Offer dated November 02, 2021 as may be mutually decided upon by the Company and Sanoti Properties LLP and also approve the transfer of indirect holding of the Company in Magma HDI of 11,000,250 equity shares, constituting 07.110% of the share capital of Magma HDI, held by Jaguar Advisory Services Private Limited to Sanoti Properties LLP, or such other entity of the Poonawalla group as may be identified, on such terms and conditions as set forth in the Binding Offer dated November 2, 2021 and other terms as may be mutually decided by the Company and Sanoti Properties LLP.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver the agreements and any other documents as required, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the equity shares and execute documents, letters, clarifications, and to do all other acts, deeds and things as may be required to be done for performing and completing the transactions contemplated herein as they may in their absolute discretion deem fit."

4. **Approval for sale of investment of equity shares in Jaguar Advisory Services Private Limited held by the Company by way of ordinary resolution under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

"RESOLVED THAT pursuant to provisions of Section 188, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with relevant rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Regulation 3 of the IRDAI (Transfer of Equity Shares of Insurance Companies) Regulations, 2015, and other necessary regulatory approvals, consents, as may be required and subject to the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to sell or transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 11,000 equity shares constituting 48.89% of the share capital held by the Company in Jaguar Advisory Services Private Limited at arm's length basis to Celica Developers Private Limited ("Celica") ("related party") or an entity nominated by it, at a price of Rs. 90,602.3164/- per equity share amounting to Rs. 99.66 crores (Rupees Ninety Nine Crores and Sixty Six Lakhs only) based on a valuation report issued by Corporate Professionals Valuation Services Private Limited, independent Registered Valuer, and on such terms and conditions as may be mutually decided upon by the Company and Celica (or an entity nominated by it).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver the agreements and any other documents as required, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer

of the equity shares and execute documents, letters clarifications, and to do all other acts, deeds and things as may be required to be done for performing and completing the transactions contemplated herein as they may in their absolute discretion deem fit."

5. **Approval for sale of investment of equity shares in Jaguar Advisory Services Private Limited held by the Company, by way of special resolution under Regulation 25(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

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

"RESOLVED THAT pursuant to provisions of Regulation 25(2) of the Securities and Exchange Board Of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**,** and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to sell or transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 11,000 equity shares constituting 48.89% of the share capital held by the Company in Jaguar Advisory Services Private Limited at arm's length basis to Celica Developers Private Limited ("Celica") ("related party") or an entity nominated by it, at a price of Rs. 90,602.3164/- per equity share amounting to Rs. 99.66 crores (Rupees Ninety Nine Crores and Sixty Six Lakhs only) based on a valuation report issued by Corporate Professionals Valuation Services Private Limited, independent Registered Valuer, and on such terms and conditions as may be mutually decided upon by the Company and Celica.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver the agreements and any other documents as required, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the equity shares and execute documents, letters, clarifications, and to do all other acts, deeds and things as may be required to be done for performing and completing the transactions contemplated herein as they may in their absolute discretion deem fit."

6. **Approval for sale of investment of equity shares in Jaguar Advisory Services Private Limited held by the Company by way of special resolution under Section 180(1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 ("Act") read with relevant rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to sell or transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 11,000 equity shares constituting 48.89% of the share capital held by the Company in Jaguar Advisory Services Private Limited at arm's length basis to Celica Developers Private Limited ("Celica") ("related party") or an entity nominated by it, at a price of Rs. 90,602.3164/- per equity share amounting to Rs. 99.66 crores (Rupees Ninety Nine Crores and Sixty Six Lakhs only) based on a valuation report issued by Corporate Professionals Valuation Services Private Limited,

independent Registered Valuer, and on such terms and conditions as may be mutually decided upon by the Company and Celica.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver the agreements and any other documents as required, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the equity shares and execute documents, letters, clarifications, and to do all other acts, deeds and things as may be required to be done for performing and completing the transactions contemplated herein as they may in their absolute discretion deem fit."

Registered Office:
"Development House",
24, Park Street,
Kolkata-700 016
West Bengal
Date: 2 November, 2021

By order of the Board of Directors
For **Poonawalla Fincorp Limited**
(Formerly, Magma Fincorp Limited)

Sd/-
Shabnum Zaman
Company Secretary
ACS No.-13918

NOTES

1. The Explanatory Statement and reasons for the proposed Ordinary and 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 (CP No. 13792) has been appointed as the Scrutinizer for conducting the postal ballot only through the 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 10 November, 2021, ('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, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only.

5. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, 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 provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders 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 shareholders to cast their votes electronically.

7. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.poonawallafincorp.com at its weblink i.e. https://poonawallafincorp.com/investor.php websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at https://nsdl.co.in/.

8. All the material documents referred to Statement, shall be available for inspection from 10:00 A.M. to 12:00 Noon at the registered office of the Company till the last date of voting by the shareholders.

9. The Postal Ballot Notice is being sent to all the shareholders, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL / Central Depository Services (India) Limited (CDSL) on 10 November 2021. The members whose name appear in the Register of Members/list of Beneficial Owners as on 10 November 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.

10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, 10 November 2021, being the cut-off date fixed for the purpose.

11. The voting through electronic means will commence on Sunday, 14 November, 2021 at 09:00 A.M. IST and will end on Monday, 13 December, 2021 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 shareholder cannot exercise his/her vote by proxy on Postal Ballot.

13. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar & Share Transfer Agent of the Company, Niche Technologies Private Limited and the Company at nichetechpl@nichetechpl.com and secretarial@poonawallafincorp.com respectively along with the scanned copy of the request letter duly signed by sole/first shareholder quoting the 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) for registering email address. Shareholders holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to secretarial@poonawallafincorp.com

14. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated 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 email ids by those Members who have not yet registered their email-ids with the Company.

15. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before 15 December, 2021 at the Registered Office of the Company at "Development House", 24, Park Street, Kolkata-700 016. The result 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, NSDL and shall also be published in the newspaper(s). The Ordinary/Special Resolution(s), if passed by the requisite majority, shall be deemed to have been passed on 13 December 2021, being the last date specified by the Company for e-voting.

17. Resolutions passed by shareholders 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 by Postal Ballot may be addressed to Ms. Shabnum Zaman, Company Secretary at Email: secretarial@poonawallafincorp.com/ shabnum.zaman@poonawallafincorp.com or query / grievance with respect to E-voting, members

may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, 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.co.in.

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.**

General information and instructions relating to e-voting

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Member's 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.	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.**

Type of shareholders	Login Method
	NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the

Type of shareholders	Login Method
	user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 Depository 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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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?

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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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.

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.

4. Your User ID details are given below :

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 118749 then user ID is 118749001***

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.co.in 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.

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.co.in; nichetechpl@nichetechpl.com and secretarial@poonawallafincorp.com.

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 on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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 secretarial@poonawallafincorp.com.

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 secretary@magma.co.in. 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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 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, 2 & 3

Background:

Magma HDI General Insurance Company Limited ("**Magma HDI**") is a joint venture for carrying out general insurance business in India. Poonawalla Fincorp Limited ("**PFL"/ "Company"**), Celica Developers Private Limited ("**Celica**"), Jaguar Advisory Services Private Limited ("**Jaguar**"), HDI Global SE ("**HDI**") and Magma HDI are parties to the joint venture agreement dated July 28, 2009, as amended from time to time ("**Joint Venture Agreement**").

The Company being a subsidiary of Rising Sun Holdings Private Limited ("**RSHPL**") does not satisfy the definition of Indian promoter and therefore, can no longer remain a promoter of Magma HDI, an insurance Joint Venture Company with HDI pursuant to Insurance Regulatory and Development Authority (Registration of Indian Insurance Companies) Regulations, 2000 ("**IRDAI Registration Regulations**") post RSHPL taking the controlling stake in PFL.

IRDAI has intimated PFL and Magma HDI regarding the aforesaid and has sought compliance from Magma HDI with IRDAI Registration Regulations.

Proposed Structure and Rationale:

The Company being a subsidiary of RSHPL can no longer remain a promoter of Magma HDI, Insurance Joint venture Company. However, a limited liability partnership is permitted to be an Indian Promoter of an insurance company as per regulation 2(g) (vi) of IRDAI Registration Regulations.

IRDAI Registration Regulations requires that a promoter of an insurance company cannot be a subsidiary of another Company. The Board of Directors of the Company have evaluated alternative structure options and has proposed that in order to meet the regulatory requirements of IRDAI Registration Regulations and the Reserve Bank of India, the most optimum solution is to divest the Company's shareholding to Sanoti Properties LLP, which is held by Mr. Adar Poonawalla, the controlling promoter of the Company and Serum Institute of India Private Limited or may be another entity of the Poonawalla group as identified by the Promoters, subject to such entity being eligible to being a Promoter of an insurance company under applicable norms. This structure is in line with other financial services groups with NBFC and general insurance operations and will also allow a framework for continuing close working relationship between the Company and Magma HDI. In this regard the Company has also obtained a legal opinion from Wadia Ghandy & Co., the same will be available for inspection at the registered office of the Company.

In addition to meeting with the immediate regulatory requirements, the divestment is in line with Company's strategy to focus on the core lending business and monetise the investment in Magma HDI, and have full capital allocation to the core lending businesses. At the same time, the insurance business will be retained within the group itself.

Further, the Company is currently focused on high ROE business and accordingly capital needs to be freed from various investments made by the Company to facilitate the business objectives of the Company. Insurance is a capital-intensive sector and if the Company continues with its investment, then it would need to continue capitalising Magma HDI from time to time. This would end up reducing the available funds for the focussed high ROE business of the Company. Consequently, the divestment would also meet the objective of the Company to focus on its growth business.

The valuation for the transaction is proposed to be at a post-money valuation of Rs 1,500 crores for Magma HDI (including the proposed equity issuance by Magma HDI announced in March 2021, presently awaiting regulatory approvals). Magma HDI has received a valuation report for the same from Corporate Professionals Valuation Services Private Limited, independent Registered Valuer, and the Company has a received a fairness opinion on the same from Ernst & Young Merchant Banking Services LLP. The valuation report and the fairness opinion will be available for inspection at the registered office of the Company. Based on the valuation report and the fairness opinion, the members may also note that the aforesaid transaction with Sanoti Properties LLP is at an arms' length.

The transaction is structured with a dual objective of ensuring compliance with Regulations of the two sector Regulators viz. RBI & IRDAI and also ensuring that the proposed Shareholding of Magma HDI provides it certainty of Capital for meeting its growth Solvency requirements. Sanoti Properties LLP, being a limited liability partnership, having Mr. Adar Poonawalla and Serum Institute of India Private Limited as its partners or may be another entity of the Poonawalla group as identified by the Promoters, subject to such entity being eligible to being a Promoter of an insurance company under applicable norms, will acquire or ultimately hold the equity shares of Magma HDI ("**Equity Shares**") at a valuation Rs. 79.6684/- per Equity Share as set out below subject to corporate and regulatory approvals:

(i) 4,53,62,281 Equity Shares presently held by PFL;
(ii) 2,25,00,000 Equity Shares presently held by Jaguar;
(iii) 3,20,00,000 Equity Shares presently held by HDI.

It may be noted that the Company is divesting its direct holding in Magma HDI and also the indirect holding (through Jaguar) as Jaguar is also transferring its stake in Magma HDI to Sanoti Properties LLP.

As part of the consolidation of the shareholding of Magma HDI, 1,53,17,600 Equity Shares of Magma HDI held by Serum Institute of India Private Limited is also proposed to be acquired by Sanoti Properties LLP. Further, on March 17, 2021, Celica had entered into a share purchase and shareholders' agreement wherein it had agreed to transfer 1,10,37,234 Equity Shares of Magma HDI to Cyza Chem Private Limited ("Cyza"). This transfer is pending regulatory approvals. It has been now proposed that instead of Cyza, the said Equity Shares of Magma HDI will also be acquired by Sanoti Properties LLP. Further HDI is also intending to exit and accordingly, Celica shall purchase the entire stake held by HDI presently, (as agreed in the Joint Venture Agreement), and will subsequently transfer the same to Sanoti Properties LLP or such other entity of the Poonawalla group. Accordingly, pursuant to the proposed restructuring Sanoti Properties LLP will hold approximately 66.521% of the Equity Capital of Magma HDI (on a fully diluted basis). The pre and post shareholding pattern of Magma HDI is provided in **Annexure A** to this Statement.

The material terms as set forth in the Binding Offer received from Sanoti Properties LLP are as follows:

1. Sanoti Properties LLP will acquire or ultimately hold the equity shares of Magma HDI ("Equity Shares") alongwith such shareholders rights, in Magma HDI, as permitted pursuant to the various shareholders' agreement executed by the transferor entities, as set out below, subject to corporate and regulatory approvals, at a valuation of Rs. 79.6684/- per Equity Share:
    i. 4,53,62,281 Equity Shares presently held by PFL;
    ii. 2,25,00,000 Equity Shares presently held by Jaguar;
    iii. 3,20,00,000 Equity Shares of Magma HDI, presently held by HDI from Celica or such other entity as may be identified by Celica and acceptable to Sanoti;
    iv. 1,53,17,600 Equity Shares of Magma HDI from Serum Institute of India Private Limited.
2. The rights of above shareholders including PFL and/or Celica (as applicable) pursuant to (a) ESOP Plan of Magma HDI; (b) Share Subscription and Shareholders' Agreements with the relevant persons of the management team each dated February 28, 2020; (c) Shareholders' Agreement dated March 17, 2021; (d) Share Purchase and Shareholders' Agreement dated March 17, 2021, and other documents regulating the rights of the shareholders' in the Company, executed by the said shareholders till date of transfer of the respective Shares, will vest with Sanoti Properties LLP .
3. Sanoti Properties LLP will also acquire 1,10,37,234 Equity Shares from Celica in place of Cyza, as per the Share Purchase and Shareholders' Agreement dated March 17, 2021, and accordingly an amended application for approval of such transfers will be filed with the IRDAI.
4. The binding offer is subject to the receipt of applicable approvals from:
    a. shareholders' of all the entities as mentioned above; and
    b. the regulatory authorities for achieving the aforesaid.

Approvals:

On February 10, 2021, the Board of the Company had approved a potential preferential allotment into the Company by RSHPL, a Company which is 99.9% held by Mr. Adar Poonawalla followed by an open offer. Pursuant to the completion of the subscription by RSHPL and the open offer as per the applicable SEBI regulations, PFL became a subsidiary of RSHPL. In the detailed public offer, provided then, the divestment of the shares of Magma HDI was not contemplated and hence not disclosed. However, in light of the intimation received from the regulators and upon discussions with the experts and advisors as mentioned above, the most optimum solution to ensure a compliant structure as per the IRDAI Registration Regulations and also the RBI regulations is to divest the entire stake of PFL in Magma HDI.

Regulation 25(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, provides that if a target company, or any of its subsidiaries is required to so alienate assets, within a period of two years from the open offer, despite the intention to alienate not having been expressed by the acquirer in the detailed public offer, then such alienation shall require a special resolution passed by shareholders of the target company.

In light of the facts mentioned above, and Regulation 25(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the approval of the shareholders of the Company is sought for the proposed divestment of stake in Magma HDI.

Further, Section 180(1)(a) of the Companies Act, 2013 **("Act")** requires that the Board of Directors shall not, without the consent of the members obtained by special resolution, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year. It is to be noted that the shares of Magma HDI held by the Company does not amount to an 'undertaking' and thus does not require an approval from the shareholders under section 180(1)(a) of the Act, however the approval of the shareholders is being sought as a matter of abundant caution and considering the significance of the transaction.

The proposed transaction is also subject to regulatory approvals including from IRDAI and the Competition Commission of India.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Mr. Adar Poonawalla is one of the Promoters of the Company and RSHPL, an entity controlled by Mr. Poonawalla has majority stake in the Company. Sanoti Properties LLP is a related party within the meaning of Section 2(76) of the Companies Act, 2013 as amended from time to time ("**Act**") and Regulation 2(1)(zb) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), and therefore as per the requirement of Listing Regulations, the proposed transfer of shares of Magma HDI by PFL to Sanoti Properties LLP will be a related party transaction.

Further, the proposed transaction with Sanoti Properties LLP, if carried out, will be a material related party transaction not in the ordinary course of business under Section 188 of the Act and Listing Regulations and the said transaction is covered under clause (b) of section 188 (1) of the Act. Further, since the value of the said transaction is crossing the threshold under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and under Regulation 23 of Listing Regulations, hence, approval of the members of the Company who are not a "related party" (i.e. majority of minority) with reference to the Company in terms of the Act and the Listing Regulations is sought for **Item no. 1,** pursuant to Regulation 23(4) of the Listing Regulations read with Section 188 of the Companies Act, 2013.

Sl. No.	Particulars	Details
1.	Name of the related party	Sanoti Properties LLP, being a limited liability partnership, having Mr. Adar Poonawalla and Serum Institute of India Private Limited as its partners.
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Adar Poonawalla is the shareholder of RSHPL, RSHPL holds 59.907% of the share capital of the Company and a promoter director of the Company and hence the transaction is a related party transaction.
3.	Nature of relationship	As specified above

Sl. No.	Particulars	Details
4.	Nature, material terms, monitory value and particulars of the contract or arrangement including the value, if any	Acquisition of 45,362,281 equity shares of Magma HDI from PFL at a consideration of Rs 79.6684/- per equity share based on valuation report provided by Corporate Professionals Valuation Services Private Limited and fairness opinion provided by Ernst & Young Merchant Banking Services LLP. The aforesaid transaction with Sanoti Properties LLP is at an arms' length basis and on such other terms and conditions as may be mutually decided upon the Company and Sanoti Properties LLP.
5.	Any other information relevant or important for the Members to take a decision on the proposed resolution	None

A copy of the Valuation Report obtained by Magma HDI and Fairness Opinion obtained by the Company for the proposed sale will be available for inspection at the registered office of the Company and the members may also note that the aforesaid transaction with Sanoti Properties LLP is at an arms' length.

Recommendation of the Board:

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends for approval of the members.

In compliance with the applicable provisions of the Act and the Listing Regulations, the Directors recommend the **Ordinary Resolution as set out at Item No. 1, Special Resolutions as set out at Item No. 2 and Item No. 3** of the accompanying Postal Ballot Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company except Mr. Adar Poonawalla, Mr. Sanjay Chamria, Mr. Amar Deshpande (nominated by RSHPL on the board of the Company), the promoters and their relatives are concerned or interested, financially or otherwise, in the Ordinary and Special Resolutions except to the extent of their shareholding in the Company.

Item no. 4, 5 & 6

The Company intends to completely exit (directly and indirectly) from its investment made in Magma HDI. The Company holds 48.89% of equity shares of Jaguar Advisory Services Private Limited ("**Jaguar**"), and Jaguar holds 2,25,00,000 equity shares of Magma HDI which amounts to 14.544% of the total share capital of Magma HDI. Considering that the Company's investment in Jaguar was for the purpose of holding stake indirectly in Magma HDI, and pursuant to the proposed divestment of the Company's stake in Magma HDI, the Company also proposes to divest its entire stake in Jaguar to Celica. Further, in light of the binding offer provided by Sanoti Properties LLP, Jaguar is also transferring its entire stake held in Magma HDI to Sanoti Properties LLP. Upon the exit of both PFL and Jaguar from Magma HDI, the shareholding of PFL in Jaguar becomes non-core and there is no meaningful business in Jaguar.

Accordingly, it is proposed to exit from Jaguar by divesting the stake in Jaguar i.e. 11,000 equity shares constituting 48.89% of the share capital held by the Company in Jaguar to Celica at a consideration of Rs. 99.66 crores. A binding letter has also been executed by the Company and Celica, subject to the receipt of requisite approvals. The sale consideration received by the Company will be utilised for core lending purposes of the Company.

Jaguar has received a valuation report for the same from Corporate Professionals Valuation Services Private Limited, independent Registered Valuer**.** The members may also note that the aforesaid transaction with Celica is at an arms' length.

The proposed transactions sale of stake in Magma HDI and Jaguar will result in a pre-tax profit of Rs. 351.85 crores for the Company and will also result in an effective increase in Tier 1 capital adequacy ratio of the Company from 52.2% to an estimated 56.1%.

Approvals:

As mentioned above, the Company had approved a potential preferential allotment into by RSHPL, a company which is 99.9% held by Mr. Adar Poonawalla, followed by an open offer. In the detailed public offer, provided then, the divestment of the shares of Jaguar was not contemplated and hence not disclosed. However, in light of the facts mentioned above, and Regulation 25(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2011, the approval of the shareholders of the Company is sought for the proposed divestment of stake in Jaguar.

Section 180(1)(a) of the Companies Act, 2013 **("Act")** requires that the Board of Directors shall not without the consent of the members obtained by special resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year. It is to be noted that the shares of Jaguar held by the Company do not amount to an 'undertaking' and thus does not require an approval from the shareholders under section 180(1)(a) of the Act, however approval of the shareholders is being sought as a matter of abundant caution.

The proposed transaction is also subject to regulatory approvals.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Celica Developers Private Limited (Celica) is one of the Promoters of the Company and is a related party within the meaning of Section 2(76) of the Companies Act, 2013 as amended from time to time ("Act"). and Regulation 2(1)(zb) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), and therefore as per the Listing Regulations, the proposed transfer of shares of Jaguar by the Company to Celica will be a related party transaction.

Further, the proposed transaction with Celica, if carried out, will be a related party transaction not in the ordinary course of business under Section 188 of the Act and the said transaction is covered under clause (b) of section 188 (1) of the Act. However, value of the said transaction is not crossing the threshold under Rule

15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and under Regulation 23 of Listing Regulations. However, approval of the members of the Company who are not a "related party" (i.e. majority of minority) is sought for **Item no. 4**.

Sl. No.	Particulars	Details
1.	Name of the related party	Celica Developers Private Limited ("Celica") is one of the promoters of the Company
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Sanjay Chamria is the director of Celica and hence the transaction is a related party transaction.
3.	Nature of relationship	As specified above
4.	Nature, material terms, monitory value and particulars of the contract or arrangement including the value, if any	The Acquirer will acquire 11,000 equity shares of Jaguar at a price of Rs 90,602.3164/- per equity share, at a consideration of Rs 99.66 crores based on valuation report provided by Corporate Professionals Valuation Services Private Limited. The aforesaid transaction with Jaguar is at an arms' length basis and on such other terms and conditions as may be mutually decided upon by the Company and Celica/its nominee.
5.	Any other information relevant or important for the Members to take a decision on the proposed resolution	None

A copy of the Valuation Report obtained by Jaguar for the proposed sale will be available for inspection at the registered office of the Company and the members may also note that the aforesaid transaction with Celica is at an arms' length.

Recommendation of the Board:

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends for approval of the members.

In compliance with the applicable provisions of the Act and the Listing Regulations, the Directors recommend the **Ordinary Resolution as set out at Item No.4, Special Resolutions as set out at Item No. 5 and Item No. 6** of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company except Mr. Adar Poonawalla, Mr. Sanjay Chamria, Mr. Amar Deshpande (nominated by RSHPL on the board of the Company), the promoters and their

relatives are concerned or interested, financially or otherwise, in the Ordinary and Special Resolutions except to the extent of their shareholding in the Company.

Registered Office:
"Development House",
24, Park Street,
Kolkata-700 016
West Bengal
Date: 2 November, 2021

By order of the Board of Directors
For **Poonawalla Fincorp Limited**
(Formerly, Magma Fincorp Limited)

Sd/-
Shabnum Zaman
Company Secretary
ACS No.-13918

Annexure A

Shareholding pattern of Magma HDI on a non-diluted basis, as on the date of this Postal Ballot Notice

SL. NO.	NAME OF THE SHAREHOLDERS	NUMBER OF SHARES	HOLDING (%)
1	Poonawalla Fincorp Limited (Formerly known as Magma Fincorp Limited	4,53,62,281	29.321
2	Jaguar Advisory Services Private Limited	2,25,00,000	14.544
3	Celica Developers Private Limited	3,59,65,787	23.248
4	Celica Developers Private Limited Jh: Vanita Chamria	111	0.000
5	Celica Developers Private Limited Jh: Harshvardhan Chamria	111	0.000
6	Celica Developers Private Limited Jh: Sanjay Chamria	222	0.000
7	HDI Global SE	3,20,00,000	20.684
8	Magma HDI General Insurance Company ESOP Trust*	88,54,88	0.572
9	Serum Institute of India Pvt Ltd	1,53,17,600	9.901
10	Aggregate holding of Management Team	26,75,650	1.730
TOTAL		**15,70,25,750**	**100.000**

Shareholding pattern of Magma HDI on a fully diluted basis, as on the date of this Postal Ballot Notice

SL. NO.	NAME OF THE SHAREHOLDERS	NUMBER OF SHARES	HOLDING (%)
1	Poonawalla Fincorp Limited (Formerly known as Magma Fincorp Limited	4,53,62,281	28.888
2	Jaguar Advisory Services Private Limited	2,25,00,000	14.329
3	Celica Developers Private Limited	3,59,65,787	22.904
4	Celica Developers Private Limited Jh: Vanita Chamria	111	0.000
5	Celica Developers Private Limited Jh: Harshvardhan Chamria	111	0.000
6	Celica Developers Private Limited Jh: Sanjay Chamria	222	0.000
7	HDI Global SE	3,20,00,000	20.379
8	Magma HDI General Insurance Company ESOP Trust*	8,85,488	0.564
9	Serum Institute of India Pvt Ltd	1,53,17,600	9.755
10	Aggregate holding of Management Team	26,75,650	1.704

SL. NO.	NAME OF THE SHAREHOLDERS	NUMBER OF SHARES	HOLDING (%)
11	ESOP (shares proposed to be issued pursuant to ESOP grants already approved)	23,18,500	1.477
TOTAL		**15,70,25,750**	**100.000**

***** Out of 8,85,488 shares held by Magma HDI General Insurance Company ESOP Trust, 13 employees of the Company are beneficial owners of 735,706 equity shares in aggregate pursuant to the exercise of options under MHDI ESOP 2018.

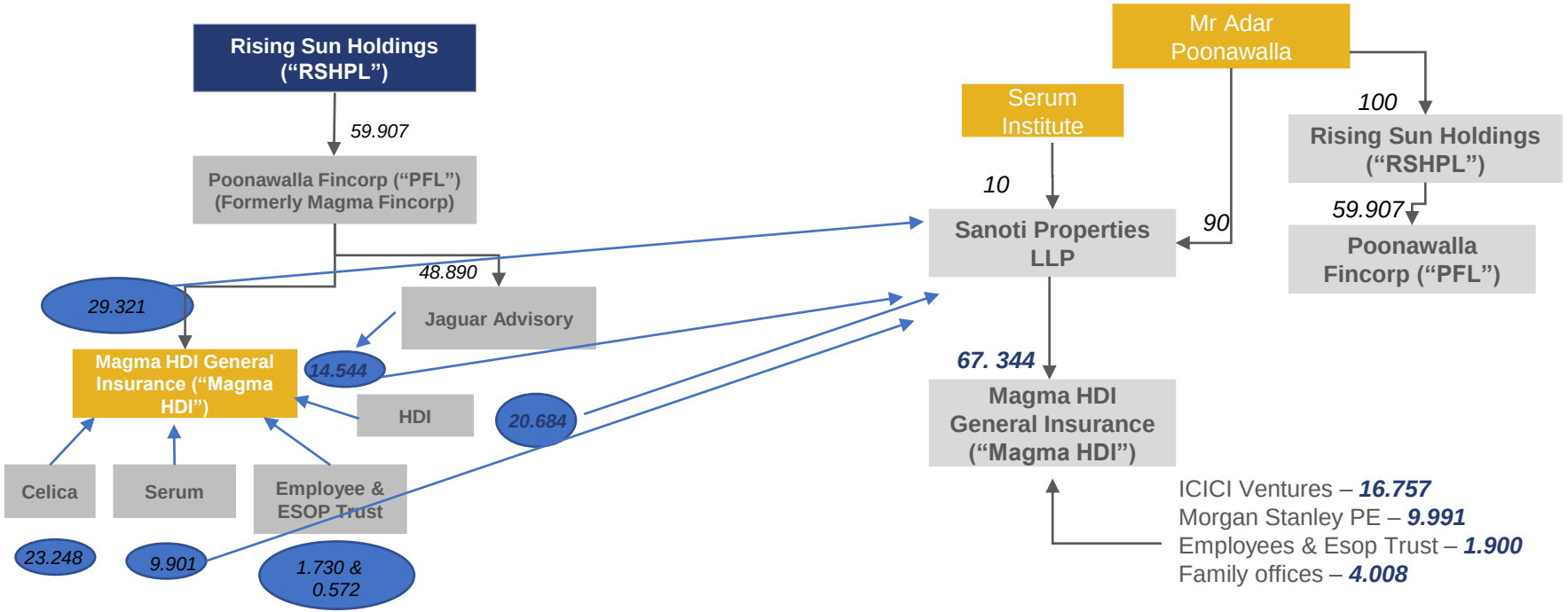
Proposed shareholding pattern of Magma HDI on a fully diluted basis after (a) the proposed acquisitions by Sanoti or any other entity of the same group; (b) the proposed preferential allotment vide Share Subscription Agreement dated March 17, 2021; and (c) the proposed secondary sale of shares vide (i) Share Purchase Agreement dated March 17, 2021; and (ii) Share Purchase and Shareholders Agreement dated March 17, 2021

SL. NO.	NAME OF THE SHAREHOLDERS	NUMBER OF SHARES	HOLDING (%)
1.	Sanoti Properties LLP	12,62,17,115	66.521
2.	India Advantage Fund S4 1 & Dynamic India Fund S4 U.S. 1 (through its special purpose vehicle)	3,14,05,392	16.552
3.	NHPEA Trisul Holding B.V.	1,87,25,465	9.869
4.	QRG Investments and Holdings Limited	37,56,045	1.980
5.	Techpro Ventures LLP	37,56,045	1.980
6.	Magma HDI General Insurance Company ESOP Trust*	8,85,488	0.467
7.	Aggregate holding of Management Team	26,75,650	1.410
8.	ESOP (shares proposed to be issued pursuant to ESOP grants already approved)	23,18,500	1.221
TOTAL		**18,97,39,700**	**100.000**

Registered Office:
"Development House",
24, Park Street,
Kolkata-700 016
West Bengal
Date: 2 November, 2021

By order of the Board of Directors
For **Poonawalla Fincorp Limited**
(Formerly, Magma Fincorp Limited)
Sd/-
Shabnum Zaman
Company Secretary
ACS No.-13918

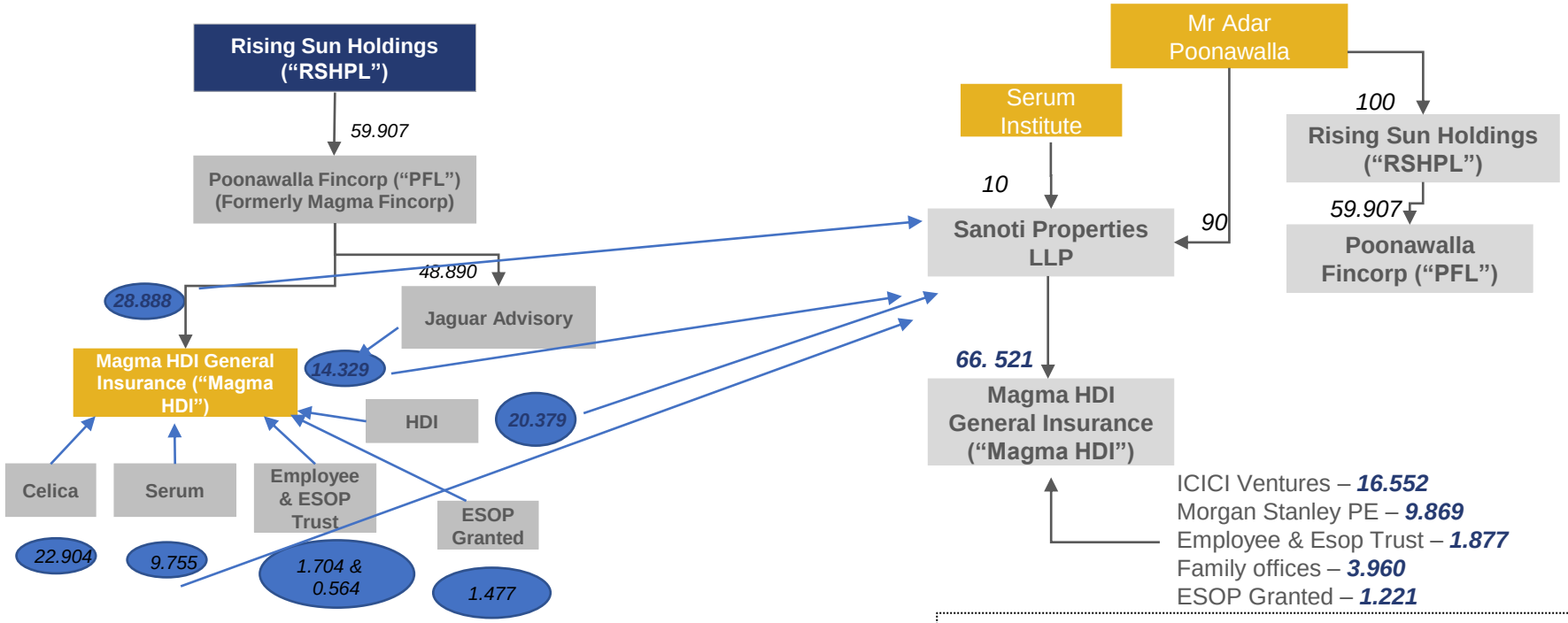
Shareholding



Current shareholding on non diluted basis

Resultant shareholding structure on completion of entire transaction of primary capital raise and consolidation of promoter shareholding (on non diluted basis)

Shareholding



Current shareholding on diluted basis

Resultant shareholding structure on completion of entire transaction of primary capital raise and consolidation of promoter shareholding (on a diluted basis)