

February 19, 2026

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 January 20, 2026

Pursuant to SEBI Listing Regulations, please find enclosed herewith the results of the Postal Ballot through remote e-voting process, which was announced on Thursday, February 19, 2026, at the registered office of Poonawalla Fincorp Limited (hereinafter referred to as the “Company”), w.r.t the following Special Resolutions:

1. Raising of funds through issue of equity shares of ₹2/- each of the Company and/ or other eligible securities convertible into equity shares of the Company through qualified institutions placement and / or through any other permissible mode.
2. Appointment of Mr. Vikas Pandey (DIN: 11463386) as a Whole-time Director (Executive Director) of the Company.

Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No.13792), who was appointed as the Scrutinizer for conducting the Postal Ballot process, has submitted his Scrutinizer’s Report to the Company on Thursday, February 19, 2026. Based on the Report received from the Scrutinizer, the Special Resolutions have been declared passed with requisite majority by the Members through the remote e-voting process and shall be deemed to have been passed on Thursday, February 19, 2026, i.e., the last date of remote e-voting.

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

1. Scrutinizer’s Report dated February 19, 2026, on remote e-voting.
2. E-voting results pursuant to Regulation 44(3) of the SEBI Listing Regulations.

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

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,
For Poonawalla Fincorp Limited

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

Poonawalla Fincorp Limited

CIN: L51504PN1978PLC209007

Corporate Office: Unit No. 2401, 24th Floor, Altimus, Dr. G. M. Bhosale Marg, Worli, Mumbai, Maharashtra - 400018 **T:** +91 22 47733220

Registered Office: 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036 **T:** +91 20 67808090

E: secretarial@poonawallafincorp.com | **W:** www.poonawallafincorp.com

Report of the Scrutinizer(s)

(Pursuant to Sections 108 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, 2nd Floor, AP81

Koregaon Park Annex, Mundhwa

Pune, 411036, Maharashtra.



Dear Sir,

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

The Board of Directors of Poonawalla Fincorp Limited [hereinafter referred to as the ("Company") on January 16, 2026 have appointed me (Girish Bhatia having FCS No.3295 and CP No.13792) as the Scrutinizer to conduct and scrutinize the Postal Ballot e-Voting process in a fair and transparent manner in respect of Resolutions as stated in the Postal Ballot Notice dated January 16, 2026 ("Postal Ballot Notice/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, General Circular No. 9/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (together referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024 and SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 ("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 Regulations relating to voting through e-Voting process and for the Resolution(s) proposed in the Notice of Postal Ballot of the Company dated January 16, 2026.

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. and MUFG Intime India Private Limited is the Registrar to an Issue and Transfer Agent (R&TA) of the Company.
2. The Company on Tuesday, January 20, 2026 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 Friday, January 16, 2026 (“Cut-off date”) and whose e-Mail IDs are registered with the Company/Depositories..
3. In terms of the aforesaid Postal Ballot Notice and as prescribed in the aforesaid rules, the e-Voting facility was kept open for thirty (30) days period commenced on **Wednesday, January 21, 2026 at 09:00 A. M. IST and remained open till 05:00 P. M. IST on Thursday, February 19, 2026** 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 **Friday, January 16, 2026** were entitled to vote on the Resolutions proposed in the Notice.
5. The requisite Public Advertisement with respect to dispatch of Postal Ballot Notice pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended) was published in the daily Newspaper viz. “The Financial Express” (in English language) and “Loksatta” (in Marathi language) on **Wednesday, January 21, 2026**.
6. Particulars of all the votes cast by electronic means have been entered in a register separately maintained for the purpose.
7. The e-voting module of NSDL was disabled on Thursday, February 19, 2026 at 05.00 P.M. (IST) and the same was unblocked by me after 05:15 P.M. (IST) on the same day.
8. All votes cast through e-Voting up to 05:00 P.M. on **Thursday, February 19, 2026**, 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 Friday January 16, 2026 and authentication, wherever required, lodged for the purpose.

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

Total number of Shareholders on Cut-off Date i.e. January 16, 2026	193,974
No. of Shareholders attended the meeting through Video Conferencing Promotor and Promotor Group: Public:	Not Applicable



Item No.1: Special Resolution–

Raising of funds through issue of equity shares of ₹2/- each of the Company and/ or other eligible securities convertible into equity shares of the Company through qualified institutions placement and / or through any other permissible mode.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	634	714,236,728	-	-	634	714,236,728	99.9101
Dissent	59	642,577	-	-	59	642,577	0.0899
Total	693	714,879,305	-	-	693	714,879,305	100.0000

ItemNo.2: Special Resolution–

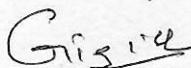
Appointment of Mr. Vikas Pandey (DIN: 11463386) as a Whole-time Director (Executive Director) of the Company.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	635	713,638,866	-	-	635	713,638,866	99.8265
Dissent	58	1,240,349	-	-	58	1,240,349	0.1735
Total	693	714,879,215	-	-	693	714,879,215	100.0000

Based on the above results, resolution(s) no.1 and 2 as contained in the the Postal Ballot Notice are deemed to have been passed on Thursday, February 19, 2026 with requisite majority

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

Thanking You,


GIRISH BHATIA
Company Secretary in Practice

(CS GIRISH BHATIA)
Practising Company Secretary
FCS: 3295 CP: 13792
UDIN:F003295G003964813
Peer Review No.2011/2022

Place: Kolkata
Date: February 19,2026



Countersigned by
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No:13918

Resolution (1)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the		No						
Description of resolution considered		Raising of funds through issue of equity shares of 2 each of the Company and/ or other eligible securities convertible into equity shares of the Company through qualified institutions placement and / or through any other permissible mode						
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		519644637	100.0000	519644637	0	100.0000	0.0000
	Poll	519644637	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	519644637	519644637	100.0000	519644637	0	100.0000	0.0000
Public- Institutions	E-Voting		168695393	90.4804	168054660	640733	99.6202	0.3798
	Poll	186444173	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	186444173	168695393	90.4804	168054660	640733	99.6202	0.3798
Public- Non Institutions	E-Voting		26539275	24.9101	26537431	1844	99.9931	0.0069
	Poll	106540299	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	106540299	26539275	24.9101	26537431	1844	99.9931	0.0069
Total		812629109	714879305	87.9712	714236728	642577	99.9101	0.0899
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Vikas Pandey (DIN: 11463386) as a Whole-time Director (Executive Director) of the Company:				
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	519644637	519644637	100.0000	519644637	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		519644637	519644637	100.0000	519644637	0	100.0000
Public-Institutions	E-Voting	186444173	168695393	90.4804	167464151	1231242	99.2701	0.7299
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		186444173	168695393	90.4804	167464151	1231242	99.2701
Public- Non Institutions	E-Voting	106540299	26539185	24.9100	26530078	9107	99.9657	0.0343
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		106540299	26539185	24.9100	26530078	9107	99.9657
Total		812629109	714879215	87.9712	713638866	1240349	99.8265	0.1735
Whether resolution is Pass or Not.							Yes	