

July 25, 2025

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

Subject: Outcome of Board Meeting held on July 25, 2025.

Ref: Regulations 30, 33, 51 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Dear Sir / Madam,

Pursuant to Regulations 30, 33, 51 and 52 read with Schedule III and other applicable provisions of the SEBI Listing Regulations and related circulars, we hereby inform you that the Board of Directors of the Company at its meeting held today i.e., July 25, 2025, basis recommendation of the Audit Committee has, *inter alia*, approved unaudited standalone and consolidated financial results of the Company for the quarter ended June 30, 2025:

Accordingly, we are enclosing herewith the following:

1. The unaudited standalone and consolidated financial results of the Company for the quarter ended June 30, 2025. The unaudited financial results will also be published in the newspaper as per the format prescribed in the SEBI Listing Regulations;
2. Limited Review Report thereon, issued by the Joint Statutory Auditors of the Company, MSKA & Associates, Chartered Accountants and Kirtane & Pandit LLP, Chartered Accountants on the unaudited standalone and consolidated financial Results of the Company;
3. Statement of disclosures of line items pursuant to Regulation 52(4) of the SEBI Listing Regulations;
4. Statement as per Regulation 52(7) & 52(7A) of SEBI Listing Regulations read with SEBI Master circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025, as amended from time to time.

Pursuant to the provisions of Regulation 54 of SEBI Listing Regulations read with SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024, please note that the disclosure of the extent and nature of security created and maintained for secured non - convertible securities of the Company and the security cover certificate is made in the unaudited financial results for the quarter ended June 30, 2025.

Further, in accordance with the provisions of Regulation 30 and 51 of the SEBI Listing Regulations, we hereby inform you that the Board of Directors of the Company at its meeting held today has, *inter alia*, also considered and approved the following:

1. Subject to the shareholders' approval by way of passing of Special Resolution via Postal Ballot and other necessary approvals and in compliance with Section 42, 62 and the other provisions of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable provisions of applicable laws and regulations, the Board has approved raising of funds of up to Rs. 1499,99,99,813.94 (Rupees One Thousand Four Hundred

Poonawalla Fincorp Limited

CIN: L51504PN1978PLC209007

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

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Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Thirteen and Ninety-Four Paise only) by way of creating, offering, issuing and allotting of 3,31,48,102 (Three Crore Thirty-One Lakh Forty-Eight Thousand One Hundred and Two) fully paid-up Equity shares of face value Rs. 2/- (Rupees Two only) each of the Company at an issue price of Rs. 452.51/- (Four Hundred and Fifty-Two Rupees and Fifty-One Paise only) per equity share by way of preferential allotment and private placement basis as per details given below:

Sr. No.	Name of Proposed Allotees	Relationship with the Company	Status	No. of Equity Shares
1.	Rising Sun Holdings Private Limited	Promoter	Company	3,31,48,102
	TOTAL			3,31,48,102

Consequent to the above-said allotment, the Paid-up Equity Share Capital of the Company shall stand increased to Rs. 162,41,34,680/- (Rupees One Hundred Sixty-Two Crore Forty-One Lakh Thirty-Four Thousand Six Hundred and Eighty only) comprising of 81,20,67,340 (Eighty-One Crore Twenty Lakh Sixty-Seven Thousand Three Hundred and Forty only) Equity Shares of face value of Rs. 2/- each.

The said capital raise is a strategic move not only strengthens the Company's financial position but also reinforces the promoter's confidence in the Company's long-term potential. The Company is well positioned to continue its growth trajectory, deliver value to its stakeholders and achieve its ambitious objectives in the competitive NBFC landscape.

The Board also approved the Postal Ballot Notice dated July 25, 2025, along with the Explanatory Statement ("Postal Ballot Notice") for seeking approval of the Members of the Company for issuance, offer, and allotment of Equity Shares on Preferential basis and private placement basis under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the Companies Act, 2013 read with relevant rules thereunder and other applicable provisions.

In addition to above, the details pursuant to Regulation 30(2) of the SEBI Listing Regulations read with Chapter V of Master Circular bearing ref number SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 issued by the Securities and Exchange Board of India is enclosed herewith as an Annexure I to this letter.

- The Board has considered and approved enhancement in limits for raising of funds through issuance of Non-Convertible Debt Securities on private placement basis during the Financial Year 2025–2026 from Rs. 10,000 Crore (Rupees Ten Thousand Crore only) to Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) during the ensuing financial year 2025-26 and has delegated the authority with regard to such Debt Securities to the Finance Committee of the Company.

The details pursuant to Regulation 30(2) of the Listing Regulations read with Chapter V of Master Circular bearing ref number SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, issued by the Securities and Exchange Board of India is enclosed herewith as an Annexure II to this letter.

- Other Matters:
 - Approval for creation of Charges, Security etc. on the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future, in respect of borrowings, subject to the requisite approval of the shareholders.

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- (ii) Approval for increase in the Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013, from the current limit of Rs. 50,000 Crore (Rupees Fifty Thousand Crore only) to Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore only), subject to the requisite approval of the shareholders.

The Board Meeting commenced at 2:00 P.M. and concluded at 3:50 P.M.

We request you to kindly take note of the above information on record.

Thanking You.

Yours Faithfully,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS: 13918

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Particulars	Details														
Type of securities proposed to be issued	Equity Shares of the Company of face value of Rs. 2/- (Rupees Two only) each														
Type of issuance	Preferential Issue on private placement basis in accordance with the Companies Act, 2013 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR), as amended and other applicable law.														
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	3,31,48,102 (Three Crore Thirty-One Lakh Forty-Eight Thousand One Hundred and Two) Equity Shares at a price of Rs. 452.51/- (Four Hundred and Fifty-Two Rupees and Fifty-One Paise only) per Equity Share, for an aggregate consideration of Rs. 1499,99,99,813.94 (Rupees One Thousand Four Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Thirteen and Ninety-Four Paise only).														
Name of Investor	Rising Sun Holdings Private Limited who is the existing Promoter of the Company.														
Post-allotment of securities: Outcome of subscription	Details of shareholding of proposed allottees in the Company, prior to and after the proposed Preferential Issue, are as under: <table border="1" data-bbox="593 1160 1388 1480"> <thead> <tr> <th rowspan="2">Name of proposed allottees</th> <th colspan="2">Pre-Preferential Issue As on July 18, 2025*</th> <th colspan="2">Post-Allotment of Equity Shares pursuant to the Preferential Issue**</th> </tr> <tr> <th>No. of Equity Shares held</th> <th>% held</th> <th>No. of Equity Shares held</th> <th>% held</th> </tr> </thead> <tbody> <tr> <td>Rising Sun Holdings Private Limited</td> <td>48,64,96,535</td> <td>62.46</td> <td>51,96,44,637</td> <td>63.99</td> </tr> </tbody> </table>	Name of proposed allottees	Pre-Preferential Issue As on July 18, 2025*		Post-Allotment of Equity Shares pursuant to the Preferential Issue**		No. of Equity Shares held	% held	No. of Equity Shares held	% held	Rising Sun Holdings Private Limited	48,64,96,535	62.46	51,96,44,637	63.99
Name of proposed allottees	Pre-Preferential Issue As on July 18, 2025*		Post-Allotment of Equity Shares pursuant to the Preferential Issue**												
	No. of Equity Shares held	% held	No. of Equity Shares held	% held											
Rising Sun Holdings Private Limited	48,64,96,535	62.46	51,96,44,637	63.99											
Issue Price	Rs. 452.51/- (Four Hundred and Fifty-Two Rupees and Fifty-One Paise only) per share The price at which the Equity Shares shall be issued is not lower than the floor price calculated in accordance with Regulation 164 of the SEBI ICDR.														
Number of investors	One (1)														

The above pre-issue shareholding is as on the Ben-Pos dated July 18, 2025, being the latest practicable date prior to the approval of the Board of Directors of the Company and issuance of notice to the Members.

** The post-issue shareholding structure is without taking into consideration of potential dilutions on account of allotment of equity shares due to any corporate action in the interim, including exercise of stock options granted under ESOP Scheme of the Company, and consequently the post issue shareholding percentage of the Proposed Allottees mentioned above may also stand altered.

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Annexure II

Details pursuant to Regulation 30(2) of the Listing Regulations read with Chapter V of Master Circular bearing ref number SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, issued by the Securities and Exchange Board of India

Sr. No.	Particulars	Terms and Conditions
1.	Type of securities proposed to be issued	Non-convertible debentures (“ NCD ”) and/or Market Linked Debentures, securities in the nature of secured NCDs, Unsecured NCDs, bonds, subordinated debt securities (eligible for Tier II capital of the Company), covered bonds, perpetual debt instruments (eligible for Tier I Capital) (PDI) or other debt securities, under applicable laws, whether constituting a charge (including in the nature of pledge) on any specific or general assets of the company or not, as may be required.
2.	Type of issuance	Private placement, under applicable laws, as per the terms and conditions of General Information Document (“ GID ”) / Key Information Document (“ KID ”) / Offer Document, as may be finalized and amended by the Finance Committee.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) (in one or more series or tranches including re-issuances).
4.	Total issue size	As may be decided by the Finance Committee within the overall limit of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) (in one or more series or tranches including re-issuances)
5.	Whether proposed to be Listed, if yes, name of Stock Exchange	Yes, BSE Limited and/or National Stock Exchange of India Limited as may be decided by Finance Committee or the authorized signatories approved by Finance Committee.
6.	Tenure of the instrument- date of allotment and date of maturity	As per the terms and conditions of General Information Document (“ GID ”) / Key Information Document (“ KID ”) / Offer Document, as may be finalized and amended by the Finance Committee.
7.	Coupon/interest offered, schedule of payment of coupon/interest and principal	As per the terms and conditions of General Information Document (“ GID ”) / Key Information Document (“ KID ”) / Offer Document, as may be finalized and amended by the Finance Committee.

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Sr. No.	Particulars	Terms and Conditions
8.	Charge/security, if any, created over the assets.	As per the terms and conditions of General Information Document (“ GID ”)/ Key Information Document (“ KID ”)/ Offer Document, as may be finalized and amended by the Finance Committee.
9.	Special right/interest/privileges attached to the instrument and changes thereof	As per the terms and conditions of General Information Document (“ GID ”)/ Key Information Document (“ KID ”)/ Offer Document, as may be finalized and amended by the Finance Committee.
10.	Delay in payment of interest/ principal amount for a period of more than three months from the due date or default in payment of interest / principal,	As per the terms and conditions of General Information Document (“ GID ”)/ Key Information Document (“ KID ”)/ Offer Document, as may be finalized and amended by the Finance Committee.
11.	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any.	No letter or comments regarding payment/non- payment of interest, principal on due dates, or any other matter concerning the security and /or the assets.
12.	Details of redemption of debentures and manner thereof.	As per the terms and conditions of General Information Document (“ GID ”)/ Key Information Document (“ KID ”)/ Offer Document, as may be finalized and amended by the Finance Committee.

For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS: 13918

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Independent Auditor's Review Report on Consolidated Unaudited Financial Results of Poonawalla Fincorp Limited for the quarter pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To The Board of Directors of Poonawalla Fincorp Limited

1. We have reviewed the accompanying statement of consolidated unaudited financial results of **Poonawalla Fincorp Limited** (hereinafter referred to as 'the Holding Company') and its joint venture (refer paragraph 4 below) for the quarter ended 30 June 2025 ('the Statement'), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulations').
2. This Statement, which is the responsibility of the Holding Company's Management and has been approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Regulations, to the extent applicable.

4. This Statement includes the results of the Holding Company and the following entity:

Sr. No	Name of the Entity	Relationship with the Holding Company
1	Jaguar Advisory Services Private Limited	Joint Venture (*)

(*) Interest in Joint Venture has been classified as assets held for sale as per Ind AS 105 and accordingly, the equity method accounting has been discontinued with effect from 13 December 2021.

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms



of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.


6. The Statement includes the Holding Company's share of net profit after tax of ₹ Nil and total comprehensive income of ₹ Nil for the quarter ended 30 June 2025, as considered in the Statement, in respect of one joint venture, based on its interim financial information which has not been reviewed by their auditors and has been furnished to us by the Holding Company's management. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this joint venture, is based solely on such unreviewed interim financial information. According to the information and explanations given to us by the Management, this interim financial information is not material to the Holding Company.

Our conclusion is not modified in respect of the above matter with respect to our reliance on the unreviewed interim financial information certified by the management.

7. The consolidated unaudited financial results of the Holding Company for the corresponding previous quarter ended 30 June 2024, included in the Statement, was reviewed by Kirtane & Pandit LLP jointly with one of the previous joint auditors Walker Chandiook & Co LLP, whose report dated 20 July 2024 expressed an unmodified conclusion on those consolidated unaudited financial results.

Our conclusion is not modified in respect of the above matter.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No:105215W/W100057


Sandeep D Welling
Partner
Membership No.: 044576



UDIN: 25044576BMKQZB9707

Place: Mumbai
Date: 25 July 2025

For M S K A & Associates
Chartered Accountants
Firm Registration No. 105047W


Vikram Dhanania
Partner
Membership No.: 060568



UDIN: 25060568BMJJS9727

Place: Mumbai
Date: 25 July 2025

Statement of Consolidated Unaudited Financial Results for the Quarter Ended 30 June 2025

(₹ in crores)

	Particulars	Quarter Ended			Year Ended
		30 June 2025	31 March 2025	30 June 2024	31 March 2025
		(Unaudited)	Refer Note 9	(Unaudited)	(Audited)
1.	Income				
	Revenue from operations				
	(a) Interest income	1,185.34	1,068.47	896.20	3,874.50
	(b) Rental income	3.13	3.39	5.08	16.86
	(c) Fees and commission income	62.82	67.06	25.32	192.26
	(d) Net gain on derecognition of financial instruments	62.68	27.35	50.99	106.14
	Total revenue from operations	1,313.97	1,166.27	977.59	4,189.76
	(a) Other income	0.04	7.04	18.27	33.08
	Total income	1,314.01	1,173.31	995.86	4,222.84
2.	Expenses				
	(a) Finance costs	546.09	458.38	320.10	1,515.09
	(b) Net loss on fair value changes	-	(1.31)	1.97	13.72
	(c) Net loss on derecognition of financial instruments	-	94.41	-	94.41
	(d) Impairment on financial instruments	241.08	158.18	42.49	1,458.17
	(e) Employee benefits expenses	213.16	173.44	102.23	636.22
	(f) Depreciation and amortisation expenses	22.04	19.52	14.51	65.10
	(g) Other expenses	208.20	190.47	124.91	575.53
	Total expenses	1,230.57	1,093.09	606.21	4,358.24
3.	Profit/(loss) before tax (1-2)	83.44	80.22	389.65	(135.40)
4.	Tax expense				
	(a) Current tax - Current period/year	13.28	(22.29)	60.74	-
	- Earlier period/year	-	-	-	0.26
	(b) Deferred tax	7.56	40.18	37.27	(37.32)
	Total tax expense	20.84	17.89	98.01	(37.06)
5.	Profit/(loss) after tax for the period/year (3-4)	62.60	62.33	291.64	(98.34)
6.	Other comprehensive income				
	(a) (i) Items that will not be reclassified to profit and loss				
	- Remeasurements of the defined benefit plans	(2.13)	(0.68)	(0.88)	(1.96)
	(ii) Income tax relating to items that will not be reclassified to profit and loss	0.53	0.17	0.22	0.49
	(b) (i) Items that will be reclassified to profit and loss				
	- Financial instruments through other comprehensive income	0.91	0.02	0.16	0.10
	- Effective portion of gain/(loss) on designated portion of hedging instruments in a cash flow hedge	(20.20)	(20.63)	-	(16.95)
	(ii) Income tax relating to items that will be reclassified to profit and loss	4.85	5.19	(0.04)	4.24
	Total other comprehensive income/(loss) (net of tax)	(16.04)	(15.93)	(0.54)	(14.08)
7.	Total comprehensive income/(loss) for the period/year (5+6)	46.56	46.40	291.10	(112.42)
8.	Total comprehensive income/(loss) for the period/year attributable to				
	(a) Owners of the Company	46.56	46.40	291.10	(112.42)
	(b) Non-controlling interests	-	-	-	-
9.	Profit/(loss) for the period/year attributable to				
	(a) Owners of the Company	62.60	62.33	291.64	(98.34)
	(b) Non-controlling interests	-	-	-	-
10.	Other comprehensive income attributable to				
	(a) Owners of the Company	(16.04)	(15.93)	(0.54)	(14.08)
	(b) Non-controlling interests	-	-	-	-
11.	Paid-up equity share capital (face value of ₹ 2/- each)	154.76	154.58	153.98	154.58
12.	Earnings per equity share (Not annualised for interim periods)				
	(a) Basic (in ₹)	0.81	0.81	3.79	(1.27)
	(b) Diluted (in ₹)	0.81	0.81	3.77	(1.27)

See accompanying notes to the consolidated financial results



Notes :

- 1] The consolidated unaudited financial results for the quarter ended 30 June 2025 ("the consolidated financial results") of Poonawalla Fincorp Limited ("the Company") have been prepared in accordance with Indian Accounting Standard 34 'Interim Financial Reporting' notified under Section 133 of the Companies Act 2013 ("the Act"). Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.
- 2] The consolidated financial results for the quarter ended 30 June 2025 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on 25 July 2025.
- 3] The Shareholders by way of special resolution passed on 15 June 2025 through postal ballot have approved amendment in Employee Stock Option Plan – 2024 Scheme – II from 20,000,000 Options to revised new Plan Pool of 32,500,000 Options.
During the quarter ended 30 June 2025, the Company has allotted 904,838 equity shares of face value of ₹ 2/- each to the eligible employees of the Company under Employee Stock Option Plan 2021 pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), as amended from time to time.
- 4] These consolidated financial results shall be filed with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and shall be available on the Company's website www.poonawallafincorp.com and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).
- 5] The Company is primarily engaged in the business of financing in India and as such there are no separate reportable segments as per Ind AS 108 - 'Operating Segments'.
- 6] During the quarter ended 30 June 2025, the Company has allotted 904,838 equity shares of face value of ₹ 2/- each to the eligible employees of the Company under Employee Stock Option Plan 2021 pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), as amended from time to time.
- 7] During the quarter ended 30 June 2025, the Company has issued commercial papers and non-convertible debentures which were listed on the BSE pursuant to SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated 22 May 2024, in connection thereto, refer the disclosure on regulation 52(4) of Listing Regulations separately filed with Stock Exchanges.
- 8] The Board of Directors and Shareholders of the Company in their respective meetings had approved sale of its shareholding in joint venture Jaguar Advisory Services Private Limited (JASPL) held on 2 November 2021 and 13 December 2021. The Board has reaffirmed plan to sell its shareholding in JASPL in its meeting held on 25 April 2025. The sale will be subject to requisite regulatory approvals. Accordingly, in line with the requirements of Ind AS 105 "Non-current assets Held for Sale", such investment has been classified as assets held for sale.
- 9] The figures for the quarter ended 31 March 2025 are balancing figures between audited figures in respect of the full financial year and the published year to date unaudited figures upto the end of the third quarter, which were subject to limited review by the joint statutory auditors.
- 10] Figures of previous periods/ year have been regrouped / reclassified, wherever necessary, to make them comparable with current period.



Place : Mumbai
Date : 25 July 2025



By the order of the board
For Poonawalla Fincorp Limited

Arvind Kapil
Managing Director & CEO
(DIN : 10429289)

SB

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Independent Auditor's Review Report on Standalone Unaudited Financial Results of Poonawalla Fincorp Limited for the quarter pursuant to the Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To The Board of Directors of Poonawalla Fincorp Limited

1. We have reviewed the accompanying Statement of standalone unaudited financial results of **Poonawalla Fincorp Limited** (hereinafter referred to as 'the Company') for the quarter ended 30 June 2025 ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulations').
2. This Statement, which is the responsibility of Company's Management and has been approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013('the Act'), read with relevant rules issued thereunder ('Ind AS 34'), and other recognised accounting principles generally accepted in India, and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. The Statement includes the interim financial information of the PFL Employee Welfare Trust ('Welfare Trust') which has not been reviewed by other auditor, whose interim financial information reflect total revenue of ₹ Nil and total net profit after tax of ₹ Nil respectively, as considered in the Statement. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the Welfare Trust, is based solely on such unreviewed interim financial information as furnished by the Management. According to the information and explanations given to us by the Management, this interim financial information is not material to the Company.

Our conclusion is not modified in respect of the above matter with respect to our reliance on the unreviewed interim financial information certified by the management.



6. The standalone unaudited financial results of the Company for the corresponding previous quarter ended 30 June 2024, included in the Statement, was reviewed by Kirtane & Pandit LLP jointly with one of the previous joint auditors Walker Chandok & Co LLP, whose report dated 20 July 2024 expressed an unmodified conclusion on those standalone unaudited financial results.

Our conclusion is not modified in respect of the above matter.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No:105215W/W100057



Sandeep D Welling
Partner
Membership No.: 044576



UDIN: 25044576BMKQZA8235

Place: Mumbai
Date: 25 July 2025

For M S K A & Associates
Chartered Accountants
Firm Registration No. 105047W



Vikram Dhanania
Partner
Membership No.: 060568



UDIN: 25060568BMJJSN7080

Place: Mumbai
Date: 25 July 2025

POONAWALLA FINCORP LIMITED
Statement of Standalone Unaudited Financial Results for the Quarter and Year Ended 30 June 2025

		(₹ in crores)		
Particulars	Quarter Ended			Year Ended
	30 June 2025	31 March 2025	30 June 2024	31 March 2025
	(Unaudited)	Refer note 11	(Unaudited)	(Audited)
1. Income				
Revenue from operations				
(a) Interest income	1,185.34	1,068.47	896.20	3,874.50
(b) Rental income	3.13	3.39	5.08	16.86
(c) Fees and commission income	62.82	67.06	25.32	192.26
(d) Net gain on derecognition of financial instruments	62.68	27.35	50.99	106.14
Total revenue from operations	1,313.97	1,166.27	977.59	4,189.76
(a) Other income	0.04	7.04	18.27	33.08
Total income	1,314.01	1,173.31	995.86	4,222.84
2. Expenses				
(a) Finance costs	546.09	458.38	320.10	1,515.09
(b) Net loss on fair value changes	-	(1.31)	1.97	13.72
(c) Net loss on derecognition of financial instruments	-	94.41	-	94.41
(d) Impairment on financial instruments	241.08	158.18	42.49	1,458.17
(e) Employee benefits expenses	213.16	173.44	102.23	636.22
(f) Depreciation and amortisation expenses	22.04	19.52	14.51	65.10
(g) Other expenses	208.20	190.47	124.91	575.53
Total expenses	1,230.57	1,093.09	606.21	4,358.24
3. Profit/(loss) before tax (1-2)	83.44	80.22	389.65	(135.40)
4. Tax expense				
(a) Current tax - Current period/year	13.28	(22.29)	60.74	-
- Earlier period/year	-	-	-	0.26
(b) Deferred tax	7.56	40.18	37.27	(37.32)
Total tax expense	20.84	17.89	98.01	(37.06)
5. Profit/(loss) after tax for the period / year (3-4)	62.60	62.33	291.64	(98.34)
6. Other comprehensive income				
(a) (i) Items that will not be reclassified to profit and loss				
- Remeasurements of the defined benefit plans	(2.13)	(0.68)	(0.88)	(1.96)
(ii) Income tax relating to items that will not be reclassified to profit and loss	0.53	0.17	0.22	0.49
(b) (i) Items that will be reclassified to profit and loss				
- Financial instruments through other comprehensive income	0.91	0.02	0.16	0.10
- Effective portion of gain/(loss) on designated portion of hedging instruments in a cash flow hedge	(20.20)	(20.63)	-	(16.95)
(ii) Income tax relating to items that will be reclassified to profit and loss	4.85	5.19	(0.04)	4.24
Total other comprehensive income/(loss) (net of tax)	(16.04)	(15.93)	(0.54)	(14.08)
7. Total comprehensive income/(loss) for the period / year (5+6)	46.56	46.40	291.10	(112.42)
8. Paid-up equity share capital (face value of ₹ 2/- each)	154.76	154.58	153.98	154.58
9. Earnings per share (not annualised for interim periods)				
(a) Basic (in ₹)	0.81	0.81	3.79	(1.27)
(b) Diluted (in ₹)	0.81	0.81	3.77	(1.27)

See accompanying notes to the financial results



Notes :

- 1] The standalone unaudited financial results for the quarter ended 30 June 2025 ("the financial results") of Poonawalla Fincorp Limited ("the Company") have been prepared in accordance with Indian Accounting Standard 34 'Interim Financial Reporting' notified under Section 133 of the Companies Act 2013 ("the Act"). Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.
- 2] The financial results for the quarter ended 30 June 2025 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on 25 July 2025.
- 3] The financial results for the quarter ended 30 June 2025 have been subjected to limited review by the joint statutory auditors of the Company as required under Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"). The joint statutory auditors have expressed an unmodified conclusion on these financial results.
- 4] These financial results shall be filed with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and shall be available on the Company's website www.poonawallafincorp.com and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).
- 5] The Company is primarily engaged in the business of financing in India and as such there are no separate reportable segments as per Ind AS 108 - 'Operating Segments'.
- 6] The Shareholders by way of special resolution passed on 15 June 2025 through postal ballot have approved amendment in Employee Stock Option Plan – 2024 Scheme – II from 20,000,000 Options to revised new Plan Pool of 32,500,000 Options. During the quarter ended 30 June 2025, the Company has allotted 904,838 equity shares of face value of ₹ 2/- each to the eligible employees of the Company under Employee Stock Option Plan 2021 pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), as amended from time to time.
- 7] During the quarter ended 30 June 2025, the Company has issued commercial papers and non-convertible debentures which were listed on the BSE pursuant to SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated 22 May 2024, in connection thereto, refer the disclosure on regulation 52(4) of Listing Regulations separately filed with Stock Exchanges.
- 8] The Board of Directors and Shareholders of the Company in their respective meetings had approved sale of its shareholding in joint venture Jaguar Advisory Services Private Limited (JASPL) held on 2 November 2021 and 13 December 2021. The Board has reaffirmed plan to sell its shareholding in JASPL in its meeting held on 25 April 2025. The sale will be subject to requisite regulatory approvals. Accordingly, in line with the requirements of Ind AS 105 "Non-current assets Held for Sale", such investment has been classified as assets held for sale.
- 9] Pursuant to the Regulation 54 of Listing Regulations, the listed secured non-convertible debentures issued by the Company are fully secured by way of hypothecation over the book debt/ receivables and/or by mortgage of the Company's immovable properties, to the extent as stated in the respective information memorandum / key information document. Further, the Company has maintained required security cover as stated in the respective information memorandum which is sufficient to discharge the principal and the interest amount at all times for the non-convertible debt securities issued by the Company. The security cover certificate as per regulation 54(3) of Listing Regulations read with SEBI Master Circular SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated 16 May 2024, has been separately filed with Stock Exchanges.
- 10] Disclosures pursuant to RBI Master Direction on Transfer of Loan Exposures dated 24 September 2021 are given below :

(a) Details of transfer through assignment in respect of loans not in default during the quarter ended 30 June 2025

Count of loan accounts assigned	96,053
Amount of loan accounts assigned (₹ in crores)	1,113.74
Retention of beneficial economic interest (MRR)	10%
Weighted average maturity (Residual Maturity) (in months)	59
Weighted average holding period (in months)	13
Coverage of tangible security	31%
Rating wise distribution of rated loans	UNRATED

(b) Details of acquired through assignment in respect of loans not in default during the quarter ended 30 June 2025

Particulars	Secured	Unsecured
Count of loan accounts acquired		
Amount of loan accounts acquired (₹ in crores)		
Weighted average maturity (in months)		
Weighted average holding period (in months)		
Retention of beneficial economic interest		
Coverage of tangible security		
Rating-wise distribution of rated loans		



10] (c) Details of stressed loans transferred during quarter ended 30 June 2025

Particulars	To ARCs	To permitted transferees	To other transferees
Count of accounts	-	-	-
Aggregate principal outstanding of loans transferred (₹ in crores)	-	-	-
Weighted average residual tenor of the loans transferred (in months)	-	-	-
Net book value of loans transferred (at the time of transfer) (₹ in crores)	-	-	-
Aggregate consideration including security receipts (₹ in crores)	-	-	-
Additional consideration realized in respect of accounts transferred in earlier years	-	-	-

In addition to above, during the quarter ended 30 June 2025, the Company has transferred 10,497 loan accounts for an aggregate consideration (including security receipts) of ₹ 30.47 crores. These loan accounts were already written off in the books before such sale transactions.

(d) Details of ratings of security receipts outstanding as on 30 June 2025 are given below.

Particulars	Rating Agencies	Rating
Retail June 2022 - Trust (Series I)	CRISIL	RR2
Retail June 2022 - Trust (Series IV)	CRISIL	RR1
Retail June 2022 - Trust (Series VI)	CRISIL	RR1
Retail May 2024 - Trust (Series I)	CRISIL	RR1
Retail May 2024 - Trust (Series II)	CRISIL	RR1
EARC TRUSTSC - 480	India Ratings	RR2
Arcil-Trust-2025-012	-	Unrated
Arcil-Trust-2026-003	-	Unrated
Arcil-Trust-2026-004	-	Unrated

- 11] The figures for the quarter ended 31 March 2025 are the balancing figures between audited figures in respect of the full financial year and the published year to date unaudited figures upto the end of the third quarter, which were subject to limited review by the joint statutory auditors.
- 12] Figures of previous periods/ year have been regrouped / reclassified, wherever necessary, to make them comparable with current period.



By order of the Board
For Poonawalla Fincorp Limited

[Signature]
Arvind Kapil

Managing Director & CEO
(DIN No.: 10429289)

Place : Mumbai
Date : 25 July 2025

Registered Office : 201 and 202, 2nd Floor, AP81, Koregaon Park Annexe, Mundhwa, Pune - 411036, Maharashtra
Corporate Office : Unit No. 2401, 24th Floor, Altimus, Dr. G.M. Bhosale Marg, Worli, Mumbai - 400018, Maharashtra

Website : www.poonawallafincorp.com; **CIN :** L51504PN1978PLC209007

Phone : +91 020 67808090; **E-mail :** secretarial@poonawallafincorp.com



POONAWALLA FINCORP LIMITED

Statement under Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 June 2025

Sl. No.	Particulars	Standalone	Consolidated
a.	Debt-equity ratio	3.72	3.69
b.	Debt service coverage ratio	Not Applicable	
c.	Interest service coverage ratio	Not Applicable	
d.	Outstanding redeemable preference shares		
	a) quantity (no. of shares)	NIL	NIL
	b) value (₹ in crores)		
e.	Capital redemption reserve (₹ in crores)	14.22	14.22
	Debenture redemption reserve** (₹ in crores)	NIL	NIL
f.	Net worth (₹ in crores)	8,213.18	8,263.86
g.	Net Profit/(Loss) after tax (₹ in crores)		
	- For quarter ended 30 June 2025	62.60	62.60
h.	Earnings per share (Face value of ₹ 2/- each)(not annualised)		
	a) Basic (in ₹) - For quarter ended 30 June 2025	0.81	0.81
	b) Diluted (in ₹) - For quarter ended 30 June 2025	0.81	0.81
i.	Current ratio	Not Applicable	
j.	Long term debt to working capital	Not Applicable	
k.	Bad debts to account receivable ratio	Not Applicable	
l.	Current liability ratio	Not Applicable	
m.	Total debts to total assets	0.76	0.76
n.	Debtors turnover	Not Applicable	
o.	Inventory turnover	Not Applicable	
p.	Operating margin (%)	Not Applicable	
q.	Net margin (%)		
	- For quarter ended 30 June 2025	4.76%	4.76%
r.	Sector specific equivalent ratio		
	a) Gross stage 3 %	1.84%	
	b) Net stage 3%	0.85%	



Statement under Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 June 2025

**Pursuant to Rule 18(7)(b)(iii) of the Companies (Share Capital and Debentures) Rules, 2014, as amended vide the Companies (Share Capital and Debentures) Amendment Rules, 2019, the Company, being an NBFC registered with the Reserve Bank of India under Section 45 IA of the RBI Act, 1934, is not required to create a Debenture Redemption Reserve, in respect of public issue of debentures and debentures issued by it on a private placement basis.

During the year ended 30 June 2025, the Company has issued commercial papers and non-convertible debentures which were listed on the BSE pursuant to SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated 22 May 2024.

Date : 25 July 2025
Place : Mumbai



By order of the Board
For Poonawalla Fincorp Limited


Arvind Kapil
Managing Director & CEO
DIN No.: 10429289

Registered Office : 201 and 202, 2nd Floor, AP81, Koregaon Park Annexe, Mundhwa, Pune-411036, Maharashtra
Corporate Office : Unit No. 2401, 24th Floor, Altimus, Dr. G.M. Bhosale Marg, Worli, Mumbai - 400018, Maharashtra
Website : www.poonawallafincorp.com; **CIN** : L51504PN1978PLC209007
Phone: +91 020 67808090; **E-mail**: secretarial@poonawallafincorp.com

KIRTANE & PANDIT ^{LLP}

Chartered Accountants

Pune | Mumbai | Nashik | Bengaluru | Hyderabad | New Delhi | Chennai

To

The Board of Directors

Poonawalla Fincorp Limited

201 and 202, 2nd Floor,

AP81, Koregaon Park,

Mundhwa, Pune – 411036

Independent Auditor's Certificate on the Statement of book values of the assets offered as security against listed debt securities pursuant to Regulation 15(1)(t)(i)(a) of Securities and Exchange Board of India (Debenture Trustees) Regulation, 1993 (as amended) read with Clause 1.1 of Chapter V of SEBI Master Circular SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated 16 May 2024 (as amended).

1. This certificate is issued in accordance with the terms of our engagement letter dated 26 September 2024 with **Poonawalla Fincorp Limited** (The "Company").
2. The accompanying statement containing details of listed secured Non-Convertible Debentures ('NCDs') of the Company outstanding as at **30 June 2025** (as mentioned in Annexure I of the accompanying statement) and book values of the assets offered as security against listed secured debt securities of the Company outstanding as at 30 June 2025 (as mentioned in Annexure II of the accompanying statement) (hereinafter referred to as 'the Statement') has been prepared by the Company's management for the purpose of submission of the Statement along with this certificate to the Debenture Trustee of the Company pursuant to the requirements of Regulation 15(1)(t)(i)(a) of Securities and Exchange Board of India ('SEBI') (Debenture Trustees) Regulations, 1993 (as amended) read with paragraph 1.1 of Chapter V of SEBI Master circular SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated 16 May 2024 (as amended) (collectively referred to as 'the Regulations'). We have attached the Statement for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring the compliance with the requirements of the Regulations and the offer document/Information memorandum and/or debenture trust deed (collectively referred to as 'the offer documents') for the purpose of furnishing this Statement and for providing all relevant information to the Debenture Trustee.

Auditor's Responsibility

5. Pursuant to requirements as referred to in paragraph 2 above, it is our responsibility to express a limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the details included in the accompanying Statement regarding maintenance of security cover as per the terms of the Offer Document/Information Memorandum and/or DTDs in respect of listed NCDs of the Company outstanding as at 30 June 2025 as given in Annexure II of the accompanying statement are, in all material respects, not in agreement with the unaudited standalone financial results of the Company, underlying books of account and other relevant records and documents maintained by the Company for the quarter ended 30 June 2025.



6. The unaudited standalone financial results, referred to in paragraph 5 above, have been reviewed by Kirtane & Pandit LLP and M S K A & Associates, on which we have issued an unmodified conclusion vide our report dated 25 July 2025. Our review of standalone financial results was conducted in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India ('the ICAI'). A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to the financial data and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
7. We conducted our examination of the Statement, in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note'), issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
9. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedure selected depend on the auditor's judgment, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to the Statement:
 - a. Obtained the details of security cover from terms of the Offer Document/Information Memorandumand/or DTDs in respect of the listed NCDs outstanding as at 30 June 2025;
 - b. Obtained the list and value of assets offered as security against listed secured debt securities of the Company outstanding as at 30 June 2025;
 - c. Traced the value of assets forming part of the security cover from the unaudited standalone financialresults, underlying books of account and other relevant records and documents maintained by the Company for the Quarter ended 30 June 2025;
 - d. On test check basis, verified the ISIN, type of charge, facility, cover required, underlying assets required from the offer documents provided by the management of the Company;
 - e. Verified the arithmetical accuracy of the Statement; and
 - f. Performed necessary inquiries and obtained necessary representations from the management of the Company.

Conclusion

10. Based on our examination and the procedures performed as per paragraph 9 above, evidences obtained, and the information and explanations given to us, along with the representations provided by the management, nothing has come to our attention that cause us to believe that the details included in the accompanying Statement regarding book values of the assets offered as security against listed secured debt securities of the Company outstanding as at 30 June 2025 as given in Annexure II of the accompanying Statement are, in all material respects, not in agreement with the unaudited standalone financial results of the Company, underlying books of account and other relevant records and documents maintained by the Company for the quarter ended 30 June 2025.



Restriction on distribution or use

11. Our work was performed solely to assist you in meeting in your responsibilities in relation to your compliance with the requirements of the Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the Regulations which requires it to submit this certificate along with the accompanying Statement to the Debenture Trustee, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Kirtane & Pandit LLP**

Chartered Accountants

Firm Registration No: 105215W/W100057



Sandeep Welling

Partner

Membership No: 044576



UDIN: 25044576 BMKQ ZD1287

Place: Mumbai

Date: 25 July 2025

Annexure I: ISIN wise details of listed secured non-convertible debt securities ('NCDs') outstanding as at 30 June 2025

(₹ in crores)

Sl. No.	ISIN	Type of charge	Secured /Unsecured	Outstanding debentures as at 30 June 2025 *	Name of Trustee Company
1	INE511C07706	Exclusive	Secured	2.69	Catalyst Trusteeship Limited
2	INE511C07714	Exclusive	Secured	2.07	Catalyst Trusteeship Limited
	Total			4.76	
3	INE511C07839	Pari-passu	Secured	483.88	Catalyst Trusteeship Limited
4	INE511C07771	Pari-passu	Secured	120.49	Catalyst Trusteeship Limited
5	INE511C07789	Pari-passu	Secured	102.58	Catalyst Trusteeship Limited
6	INE511C07797	Pari-passu	Secured	258.27	Catalyst Trusteeship Limited
7	INE511C07805	Pari-passu	Secured	258.27	Catalyst Trusteeship Limited
8	INE511C07813	Pari-passu	Secured	76.44	Catalyst Trusteeship Limited
9	INE511C07821	Pari-passu	Secured	453.55	Catalyst Trusteeship Limited
10	INE511C07854	Pari-passu	Secured	1,177.26	Catalyst Trusteeship Limited
11	INE511C07847	Pari-passu	Secured	370.47	Catalyst Trusteeship Limited
12	INE511C07862	First Ranking Pari-Passu	Secured	586.47	Catalyst Trusteeship Limited
13	INE511C07862	First Ranking Pari-Passu	Secured	566.42	Catalyst Trusteeship Limited
14	INE511C07870	First Ranking Pari-Passu	Secured	1,233.67	Catalyst Trusteeship Limited
15	INE511C07888	First Ranking Pari-Passu	Secured	501.97	Catalyst Trusteeship Limited
16	INE511C07896	First Ranking Pari-Passu	Secured	801.01	Catalyst Trusteeship Limited
17	INE511C07904	First Ranking Pari-Passu	Secured	8.01	Catalyst Trusteeship Limited
	Total			6,998.76	

* Represents amount of principal outstanding and accrued interest.

For Poonawalla Fincorp Limited

Sanjay Miranka
Chief Financial Officer
 Place: Mumbai
 Date: 25 July 2025



Annexure II: Statement of book value of assets as at 30 June 2025

(INR in Crs)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars		Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
	Description of asset for which this certificate relate	Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying/book value for exclusive charge assets where market value is not ascertainable or applicable	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable	Total Value (K+L+M+ N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment	Immovable Property	0.55	-	No	NA	NA	59.47	-	60.02					
Capital Work-in-Progress		-	-	No	NA	NA	-	-	-					
Right of Use Assets		-	-	No	NA	NA	210.54	-	210.54					
Goodwill		-	-	No	NA	NA	-	-	-					
Other Intangible Assets		-	-	No	NA	NA	26.27	-	26.27					
Intangible Assets under Development		-	-	No	NA	NA	0.31	-	0.31					
Investments		-	-	No	NA	NA	1,094.35	-	1,094.35					
Loans (Refer note 1 and 2)	Book Debt Receivables	5.23	-	Yes	6,998.76	23,331.42	7,527.79	-	37,863.20					
Inventories		-	-	No	NA	NA	-	-	-					
Trade Receivables		-	-	No	NA	NA	28.30	-	28.30					
Cash and Cash Equivalents		-	-	No	NA	NA	9.30	-	9.30					
Bank Balances other than Cash and Cash Equivalents		-	-	No	NA	NA	7.72	-	7.72					
Others		-	-	No	NA	NA	701.55	-	701.55					
Total		5.78	-		6,998.76	23,331.42	9,665.60	-	40,001.56					
LIABILITIES														
Debt securities to which this certificate pertains (Refer note 3)	Secured Non Convertible Debentures	4.76	-	Yes	6,998.76	NA	-	-	7,003.52					
Other debt sharing pari-passu charge with above debt		-	-	No	NA	NA	-	-	-					
Other Debt		-	-	No	NA	NA	-	-	-					
Subordinated debt + PDI		-	-	No	NA	NA	492.22	-	492.22					
Borrowings (TLs and Loans repayable on demand)		-	-	No	NA	4,109.17	174.76	-	4,283.93					
Bank (TLs and Loans repayable on demand)	not to be filled	-	-	No	NA	15,660.18	-	-	15,660.18					
Debt Securities (others)		-	-	No	NA	NA	-	-	-					
Others (Commercial Paper)		-	-	No	NA	NA	3,323.04	-	3,323.04					
Trade payables		-	-	No	NA	NA	10.01	-	10.01					
Lease Liabilities		-	-	No	NA	NA	242.93	-	242.93					
Provisions		-	-	No	NA	NA	14.79	-	14.79					
Others		-	-	No	NA	NA	757.75	-	757.75					
Total		4.76	-		6,998.76	19,769.35	5,015.50	-	31,788.37					
Cover on Book Value		121%			100%									
Cover on Market Value														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

Notes:

- Assets considered for pari-passu charge is calculated based on asset cover requirement as per respective information memorandum for securities and as per sanction for loans.
- The Company extends loans (Secured and Unsecured) which has been classified as amortized cost as per applicable Ind-AS. Hence, the Company has considered the book value (Gross of impairment provision) under column C, D, F & G for the purpose of this certificate.
- Book value represents principal and interest accrued of all secured NCD's issued by the company.
- Reporting under column K to O is not applicable for this certificate.

Place: Mumbai
Dated: 25 July 2025



For Poonawalla Fincorp Limited

Sanjay Miranka
Sanjay Miranka
Chief Financial Officer

QUARTERLY INTERGRATED FILING (FINANCIAL)

B. Statement on Deviation or Variation For Proceeds Of Public Issue, Rights Issue, Preferential Issue, Qualified Institutions Placement Etc.- **Not Applicable**

C. Format for Disclosing Outstanding Default on Loans and Debt Securities - **Not Applicable, No default**

D. Format for disclosure of Related Party Transaction (applicable only for half-yearly filings, i.e. 2nd and 4th quarter) – **Not Applicable**

E. Statement on Impact of Audit Qualifications (For Audit Report with modified opinion) submitted along-with annual audited financial results (Standalone and Consolidated separately) (applicable only for Annual Filing i.e. 4th quarter) – **Not Applicable**



Poonawalla Fincorp Limited


CIN: L51504PN1978PLC209007

Corporate Office: Unit No. 2401, 24th Floor, Altimus, Dr. C. M. Bhosale Marg, Worli, Mumbai, Maharashtra - 400018 **T:** +91 22 47733226

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

B. Statement of deviation/ variation in use of Issue proceeds:

Particulars		Remarks				
Name of listed entity		Poonawalla Fincorp Limited				
Mode of fund raising		Public issue / Private placement				
Type of instrument		Non-convertible Securities				
Date of raising funds		As per Annexure				
Amount raised		As per Annexure				
Report filed for quarter ended		30/06/2025				
Is there a deviation/ variation in use of funds raised?		No				
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?		Yes/ No				
If yes, details of the approval so required?		NA				
Date of approval		NA				
Explanation for the deviation/ variation		NA				
Comments of the audit committee after review		NA				
Comments of the auditors, if any		NA				
Objects for which funds have been raised and where there has been a deviation/ variation, in the following table:						
Original object	Modified object, if any	Original allocation	Modified allocation, if any	Funds utilized	Amount of deviation/ variation for the quarter according to applicable object (in Rs. crore and in %)	Remarks, if any
NA	NA	NA	NA	NA	NA	NA
Deviation could mean:						
a. Deviation in the objects or purposes for which the funds have been raised.						
b. Deviation in the amount of funds actually utilized as against what was originally disclosed.						
						
Name of the Signatory: Sanjay Miranka						
Designation: Chief Financial Officer						
Date: July 25,2025						

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Annexure

ISIN	Series	Val Date	Amount in Crs
INE511C07847	PFL - NCD Series 'A2' FY2025-26	21-Apr-25	365.00
INE511C07854	PFL - NCD Series 'A1' FY2025-26	21-Apr-25	1,160.00
INE511C07862	PFL - NCD Series 'B1' FY2025-26	19-May-25	565.00
INE511C07862	PFL - NCD SERIES B1 FY 2025-26 Re-issuance No. 1	28-May-25	585.00
INE511C07870	PFL - NCD Series 'B2' FY2025-26	28-May-25	1,225.00
INE511C07888	PFL - NCD Series 'C2' FY2025-26	12-Jun-25	500.00
INE511C07896	PFL NCD Series C3 STRPP I FY2025-26	25-Jun-25	800.00
INE511C07904	PFL NCD Series C4 STRPP II FY2025-26	25-Jun-25	8.00
INE511C08AM4	PFL - NCD Series 'SD-C1' FY2025-26	05-Jun-25	250.00
	Total		5,458.00



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Annexure – A

Statement of utilization of Issue proceeds:

Name of the Issuer	ISIN	Mode of Fund Raising(Public Issues/Private Placement)	Type of Instrument	Date of raising funds	Amount raised (Rs.)	Funds Utilized (Rs.)	Any Deviation (Yes/No)	If 8 is Yes, then specify the purpose of for which the funds were utilized	Remarks , If any
1	2	3	4	5	6	7	8	9	10
Poonawalla Fincorp Limited	INE511C07854	Private Placement	Secured, Rated, Listed, Redeemable , Non-convertible Debentures (PFL- NCD SERIES A1 FY 2025-26)	21/04/2025	11600000000	11600000000	No	NA	NA
Poonawalla Fincorp Limited	INE511C07847	Private Placement	Secured, Rated, Listed, Redeemable , Non-convertible Debentures (PFL- NCD SERIES A2 FY 2025-26)	21/04/2025	3650000000	3650000000	No	NA	NA
Poonawalla Fincorp Limited	INE511C07862	Private Placement	Secured, Rated, Listed, Redeemable , Non-convertible Debentures (PFL- NCD SERIES B1 FY 2025-26)	19/05/2025	5650000000	5650000000	No	NA	NA
Poonawalla Fincorp Limited	INE511C07862	Private Placement	Secured, Rated, Listed, Redeemable , Non-convertible Debentures (PFL - NCD SERIES B1 FY 2025-26 Re-issuance No. 1)	28/05/2025	5850000000	5850000000	No	NA	NA

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Poonawalla Fincorp Limited	INE511C07870	Private Placement	Secured, Rated, Listed, Redeemable, Non-convertible Debentures (PFL- NCD SERIES B2 FY 2025-26)	28/05/2025	12250000000	12250000000	No	NA	NA
Poonawalla Fincorp Limited	INE511C07888	Private Placement	Secured, Rated, Listed, Redeemable, Non-convertible Debentures (PFL- NCD SERIES C2 FY 2025-26)	12/06/2025	5000000000	5000000000	No	NA	NA
Poonawalla Fincorp Limited	INE511C07896	Private Placement	Secured, Rated, Listed, Redeemable, Non-convertible Debentures (PFL NCD Series C3 STRPP I FY2025-26)	25/06/2025	8000000000	8000000000	No	NA	NA
Poonawalla Fincorp Limited	INE511C07904	Private Placement	Secured, Rated, Listed, Redeemable, Non-convertible Debentures (PFL NCD Series C4 STRPP II FY2025-26)	25/06/2025	80000000	80000000	No	NA	NA
Poonawalla Fincorp Limited	INE511C08AM 4	Private Placement	Unsecured, Rated, Listed, Redeemable Non-Convertible Subordinate Debentures (PFL-Sub debt SERIES SD-C1 FY2025-26)	05/06/2025	2500000000	2500000000	No	NA	NA
Total					54580000000	54580000000			

Poonawalla Fincorp Limited

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