

July 25, 2025

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

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

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

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith a copy of the Postal Ballot Notice dated July 25, 2025 of Poonawalla Fincorp Limited ('Company'), for seeking approval of the Members of the Company.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, this Postal Ballot Notice is being sent today in electronic form only to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ MUFGE Intime India Private Limited (Formerly known as Link Intime India Private Limited) the Company's Registrar and Share Transfer Agent ('RTA') as on Friday, July 18, 2025 ('Cut-Off Date').

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting/e-voting facility to its Members. The remote e-voting period commences on Saturday, July 26, 2025 at 09:00 a.m. (IST) and ends on Sunday, August 24, 2025 at 05:00 p.m. (IST).

The detailed procedure for remote e-voting is provided in the Notes to the Postal Ballot Notice. The Postal Ballot Notice is also available on the website of the Company at [www.poonawallafincorp.com](http://www.poonawallafincorp.com).

We request you to take the above information on record

Thanking you,  
Yours faithfully,  
*For Poonawalla Fincorp Limited*

**Shabnum Zaman**  
**Company Secretary**  
ACS 13918

Enc: 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

**POONAWALLA FINCORP LIMITED**

**Registered office:** 201 and 202, 2<sup>nd</sup> Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra  
**Corporate Office:** Unit No 2401, 24<sup>th</sup> Floor, Altimus, Dr. G.M. Bhosale Marg, Worli, Mumbai - 400018, Maharashtra  
**Phone:** 020 6780 8090 **CIN:** L51504PN1978PLC209007  
**Website:** www.poonawallafincorp.com **Email:** secretarial@poonawallafincorp.com

**NOTICE OF POSTAL BALLOT**

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

<b>REMOTE E-VOTING STARTS ON</b>	<b>REMOTE E-VOTING ENDS ON</b>
<b>Saturday, July 26, 2025 at 09:00 a.m. (IST)</b>	<b>Sunday, August 24, 2025 at 05:00 p.m. (IST)</b>

Dear Members,

**NOTICE** is hereby given to the Shareholders (“**Members**”) of Poonawalla Fincorp Limited (“**Company**”) that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (“**Management Rules**”), the provisions of Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, relevant circulars including the General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (together referred to as “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (together referred to as “**SEBI Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), any other applicable provisions of any law or regulations, circulars, etc., together with any present or future, amendment(s), modification(s), variation(s) or re-enactment(s) of any of the above, the resolutions appended below are proposed to be passed as Special Resolution by way of a postal ballot (“**Postal Ballot**”) through remote electronic voting process (“**remote e-voting/e-voting**”).

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

Members are requested to read the instructions in the notes under the section “**General information and instructions relating to e-voting**” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote(s) electronically. The e-voting period will commence from July 26, 2025. The Members are requested to cast their votes through the e-voting process not later than 05:00 P.M. IST on August 24, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

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

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

**SPECIAL BUSINESS:**

**1. To issue, offer and allot equity shares on Preferential basis**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder, in accordance with applicable rules, regulations, etc., issued by the Securities and Exchange Board of India (“SEBI”) provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the rules, circulars, directions and guidelines issued by the Reserve Bank of India (“RBI”), the circular issued by the stock exchanges, and any other applicable provisions of any law, regulations and circulars (as any of the above is or may be amended, modified, substituted, re-instated or re-enacted, from time to time), the provisions of Memorandum and Articles of Association of the Company, and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the Ministry of Corporate Affairs (‘MCA’), RBI, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors (“Board”), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot 3,31,48,102 (Three Crore Thirty One Lakh Forty Eight Thousand One Hundred and Two) equity shares of the Company of face value of Rs. 2/- (Rupees Two only) each fully paid up, on a preferential basis and private placement basis, at a price of Rs. 452.51/- (Rupees Four Hundred and Fifty-Two and Fifty-One Paise only) per equity share [including premium of Rs. 450.51/- (Rupees Four Hundred and Fifty and Fifty One Paise only) per equity share], determined in accordance with the relevant regulations under Chapter V of SEBI ICDR Regulations, to the following ‘Proposed Allottee’, for cash consideration on a preferential basis and private placement basis (“Preferential Issue”) as per the particulars set out below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, rules and regulations:

Name of the Proposed Allottee	Details of the Proposed Allottee	No. of equity shares to be allotted under the proposed Preferential Issue
Rising Sun Holdings Private Limited	CIN: U67110PN1993PTC070989 Country of Incorporation: India Registered Office: Sarosh Bhavan 16-B/1, Dr. Ambedkar Road, Pune, Maharashtra, India, 411001	3,31,48,102

**RESOLVED FURTHER THAT** the ‘Relevant Date’ for determining the price of the equity shares in accordance with Regulation 161 of the SEBI ICDR Regulations, is Friday, July 25, 2025, being the date, which is 30 (thirty) days prior to the last date for remote electronic voting for Postal Ballot i.e., Sunday, August 24, 2025.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid equity shares shall subject to applicable laws as well as the Memorandum and Articles of Association of the Company, be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

**RESOLVED FURTHER THAT** the price determined shall be subject to appropriate adjustments, if required, as permitted under the rules, regulations, and laws, as applicable from time to time.

**RESOLVED FURTHER THAT** the equity shares be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission by any Regulatory Authority or the Central Government (including, but not limited to the National Stock Exchange of India Limited and BSE Limited), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the equity shares issued to the Proposed Allottee shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottee for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate account opened or as designated by the Company for this purpose and shall be utilized by the Company for the purpose for which the amount is raised in accordance with the provisions of applicable law.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof:

- a) The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from its bank account; and
- c) Allotment of equity shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the Stock Exchanges as appropriate including but not limited to filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue of the aforesaid equity shares to appoint monitoring agency(ies) and other intermediaries and consultants, advisors, etc, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the Preferential Issue, offer and allotment, utilization of issue proceeds, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to authorise any persons to give effect to any of the aforesaid.”

**2. To consider and approve borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore only)**

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

**“RESOLVED THAT** with reference to the earlier resolution passed by the Members of the Company at the Extra-Ordinary General Meeting dated January 09, 2025 and pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 ( the “Act”), and any other applicable provisions of any law, regulations and circulars (as any of the above is or may be amended, modified, substituted, re-instated or re-enacted, from time to time), consent of the Company be and is hereby accorded to the Board of Directors (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) to borrow from any person, from time to time, such sum or sums of moneys for and on behalf of the Company, in Indian Rupees and/ or in any foreign currency including borrowings made through loans, any credit facilities, debentures, notes, bonds or any debt instrument or debt security issued/ to be issued by the Company domestically or overseas or internationally, or to secure loans/credit facilities (fund based and non-fund based) availed/to be availed by the Company from any person, or the funds borrowed through external commercial borrowings or through such other instruments or transactions, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/ or to be obtained from the Company’s bankers in the ordinary course of business, may exceed, at any time, the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed by the Company and outstanding at any point of time, shall

not exceed Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) be and are hereby empowered and authorized to arrange and finalise the terms and conditions of all such monies to be borrowed from time to time, to sign, deliver and execute such debenture/security deeds, deeds of mortgage, charge, pledge, hypothecation and such others papers, deeds and documents as they may, in their absolute discretion, deem fit and proper.”

**3. Creation of security, charges 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.**

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

“**RESOLVED THAT** with reference to the earlier resolution passed by the Members of the Company at the Extra-Ordinary General Meeting dated January 09, 2025 and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ( the “Act”) and the rules made thereunder, and any other applicable provisions of any law, regulations and circulars (as any of the above is or may be amended, modified, substituted, re-instated or re-enacted, from time to time), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) of the Company to create such security, mortgages, hypothecations, encumbrances of any form, and/or charges in addition to the existing mortgages/charges/hypothecations created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties or other assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company wherever situated, present and future, whether presently belonging to the Company or not, including any enhancement therein, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) etc. (hereinafter referred to as “person”) for the purpose of securing the borrowings (both present and future) of the Company and outstanding at any point of time, within the aggregate borrowing limits as approved by the Members pursuant to section 180(1)(c) of the Act, including for securing the borrowings made through loans, any credit facilities, debentures, notes, bonds or any debt instrument or debt security issued/ to be issued by the Company domestically or overseas or internationally, or to secure loans/credit facilities (fund based and non-fund based) availed/to be availed by the Company from any person, or for securing the funds borrowed through external commercial borrowings or through such other instruments or transactions together with interest at the respective agreed rates, additional interest, compound interest, in the case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration to the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of various agreements, the Loan Agreement(s)/ Head(s) of Agreement(s), Debenture(s), Trust Deed(s) or any other document(s), entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as maybe stipulated in that behalf and agreed to between the Board of Directors or any Committee thereof and the Lender(s) / Agent(s) / Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to finalise, settle and sign, execute, deliver such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

**Registered Office:**

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

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

**Shabnum Zaman**  
**Company Secretary**  
ACS No.: 13918

Date: July 25, 2025

Place: Mumbai

**NOTES:**

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act and Secretarial Standards on General Meetings (“SS-2”) setting out material facts are appended herein below.
2. Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) has been appointed as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on Friday, July 18, 2025 (“Cut-off date”) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.13.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote e-voting only.
5. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ RTA. Members may note that the Postal Ballot notice will also be available on the Company’s website [www.poonawallafincorp.com](http://www.poonawallafincorp.com) at weblink i.e. <https://poonawallafincorp.com/documents/20121/0/PFL-Postal-Ballot-Notice-dated-July-25-2025.pdf> and websites of the Stock Exchanges BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members not having their email IDs registered are requested to download a copy of Postal Ballot Notice available at the website of the Company at [www.poonawallafincorp.com](http://www.poonawallafincorp.com) at the weblink <https://poonawallafincorp.com/investor.php>
8. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolutions, shall be available for inspection from 10:00 A.M. to 12:00 Noon on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of remote e-voting by the Members.
9. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (“CDSL”) as on Friday, July 18, 2025. The Members whose name appears in the Register of Members/ list of Beneficial Owners as on Friday, July 18, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, July 18, 2025, being the cut-off date fixed for the purpose.
11. The voting through electronic means will **commence on, Saturday, July 26, 2025 at 9:00 a.m. (IST) and will end on Sunday, August 24, 2025 at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
12. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
13. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (“RTA”), MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com). In case of any queries/difficulties in registering the e-mail address, Members may write to [secretarial@poonawallafincorp.com](mailto:secretarial@poonawallafincorp.com). Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
14. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in English National Newspaper circulating in the whole of India and one Regional Newspaper where the registered office of the listed entity is situated and shall be hosted at the Company’s website at [www.poonawallafincorp.com](http://www.poonawallafincorp.com). The said public notice shall also mention the process for registration of E-mail IDs by those Members who have not yet registered their email-ids with the RTA and Depository Participants.
15. The Scrutinizer will submit their report to the Chairman or any other person authorized by him after completion of the scrutiny. The results of the Postal Ballot e-voting process will be declared on or before Tuesday, August 26, 2025 at the Registered Office of the Company and the results will also be displayed on the Notice Board at the registered office of the Company, immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results of the Postal Ballot (including e-voting), along with the Scrutinizer’s Report will be posted on the Company’s website [www.poonawallafincorp.com](http://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 within 2 (two) working days and shall also be submitted to the NSDL. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, August 24, 2025, being the last date specified by the Company for remote e-voting.
17. The resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
18. Any query in relation to the resolutions proposed to be passed through Postal Ballot may be addressed to Ms. Shabnum Zaman, Company Secretary at Email: [shabnum.zaman@poonawallafincorp.com](mailto:shabnum.zaman@poonawallafincorp.com) / [secretarial@poonawallafincorp.com](mailto:secretarial@poonawallafincorp.com)
19. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.
20. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**
  - I. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD- 1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
  - II. SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
  - III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

**General information and instructions relating to e-voting:**

**PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING**

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

The instructions for e-voting are as under:

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





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

**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e- Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held with the 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

Type of Shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

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

<b><u>How to Log-in to NSDL e-Voting website?</u></b>	
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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:	
<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 134738 then user ID is 134738001***
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](http://www.evoting.nsdl.com).
  - b) “[Physical User Reset Password??](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

## **General Guidelines for Shareholders:**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [girishbhatia1956@gmail.com](mailto:girishbhatia1956@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com); [mt.helpdesk@in.mpms.muvg.com](mailto:mt.helpdesk@in.mpms.muvg.com) and [secretarial@poonawallafincorp.com](mailto:secretarial@poonawallafincorp.com). Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password??](#)” or “[Physical User Reset Password??](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries/grievances, 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](http://www.evoting.nsdl.com) or call at 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1****To issue, offer and allot equity shares on Preferential basis**

The Company continues to drive the strategy of building a sustainable, technology-led, and customer-focused financial institution. Backed by disciplined execution, product innovation, and prudent risk management, the Company has further strengthened our presence in the Consumer and MSME lending ecosystems, while enhancing operational agility and resilience. Over the past year, the Company has made significant investments in launching multiple, scalable lending platforms across secured and unsecured segments. These businesses are being built methodically—person-by-person, process-by-process—underpinned by robust risk management frameworks and technology-driven delivery systems. The Company’s focus remained on targeted markets, prioritising key revenue and profit pools.

The Company is well-poised and ahead of the curve for sustained growth. The Company have outlined a clear roadmap of building blocks, backed by well calibrated risks and focusing on all our businesses to drive AUM growth. The Company aspires 5–6x AUM growth over FY 2023-24 base in 5 years and it aims to diversify risk through multiple products and create a sustainable profit model.

The Board of Directors at its meeting held on July 25, 2025, considered and approved the proposal for issuance of equity shares on a Preferential basis and private placement basis to Rising Sun Holdings Private Limited, Promoter of the Company.

The strategic move not only strengthens the Company's financial position but also reinforce the promotor’s confidence in the Company's long term potential. By securing this capital, 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 Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis and private placement basis, equity shares to the proposed allottee as per equity share determined in accordance SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

**Details of Capital Raising**

The details in this regard as required in terms of the SEBI ICDR Regulations and the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

**a) Particulars of the offer, including the material terms, kind of securities offered, price at which the securities are being offered and the amount which the Company intends to raise by way of such securities:**

The Board, at its meeting held on Friday, July 25, 2025, had subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 3,31,48,102 (Three Crore Thirty-One Lakh Forty-Eight Thousand One Hundred and Two) equity shares, fully paid-up, at the price of Rs. 452.51/- (Four Hundred and Fifty-Two Rupees and Fifty-One Paise only) per equity share (including premium of Rs. 450.51/- (Rupees Four Hundred and Fifty and Fifty-One Paise only), aggregating 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) on a preferential basis, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The aforesaid equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects.

**b) Purpose/ Object of the Preferential Issue of equity shares:**

The Company is a technology-led, customer-first NBFC, backed by the legacy and trust of the Cyrus Poonawalla Group. The Company focuses on delivering responsible credit across consumer and MSME segments, guided by a strong risk-first and governance-first approach.

The Capital will be used to fund the Company’s next phase of strategic growth:

Growth: Poonawalla Fincorp has been one of the fastest growing NBFCs with an AUM growth of 42.5% YoY and 53% YoY in FY 25 and Q1 FY26 respectively. The objective of the proposed Preferential Issue is to strengthen capital adequacy for future AUM growth.

**c) Maximum number of specified securities to be issued:**

The resolution set out in this Notice authorize the Board to issue 3,31,48,102 (Three Crore Thirty-One Lakh Forty-Eight Thousand One Hundred and Two) fully paid-up equity shares at Rs. 452.51/- (Four Hundred and Fifty-Two Rupees and Fifty-One Paise only) per equity share (face value of Rs. 2/- and premium of Rs. 450.51/- per equity share) to the Proposed Allottee by way of Preferential Issue.

**d) Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:**

Rising Sun Holdings Private Limited, Promoter of the Company intends to subscribe 3,31,48,102 (Three Crore Thirty-One Lakh Forty-Eight Thousand One Hundred and Two) equity shares in the proposed Preferential Issue.

None of the Directors, Key Managerial Personnel (KMPs) or Senior Management (SMPs) of the Company intend to subscribe to the Preferential Issue.

**e) Shareholding Pattern of the Company before and after the Preferential Issue of equity shares:**

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis) is given below:

Sr No.	Shareholding Pattern of the Company before and after the Preferential Issue				
	Category	Pre Preferential Issue Shareholding Pattern (as on July 18, 2025)		Post Preferential Issue Shareholding Pattern (proposed)	
		Equity Shares	%	Equity Shares	%
	<b>Promoter</b>				
1.	Bodies Corporate - Rising Sun Holdings Pvt. Ltd.	48,64,96,535	62.46	51,96,44,637	63.99
<b>A</b>	<b>Promoters Total</b>	<b>48,64,96,535</b>	<b>62.46</b>	<b>51,96,44,637</b>	<b>63.99</b>
	<b>Non-Promoter</b>				
2.	Mutual Funds / AIF/Insurance Companies	9,07,78,238	11.65	9,07,78,238	11.18
3.	Foreign Portfolio Investors	8,31,49,319	10.67	8,31,49,319	10.24
4.	Banks / NBFCs	76,35,265	0.98	76,35,265	0.94
<b>B</b>	<b>Public (Institutions) - Total</b>	<b>18,15,62,822</b>	<b>23.31</b>	<b>18,15,62,822</b>	<b>22.36</b>
5.	Resident Individuals	8,12,24,213	10.43	8,12,24,213	10.00
6.	Non-Resident Indians	44,61,376	0.57	44,61,376	0.55
7.	Bodies Corporate	1,46,93,111	1.89	1,46,93,111	1.81
8.	Others includes Directors and KMPs and their relatives	54,01,181	0.69	54,01,181	0.67
<b>C</b>	<b>Public (Non-Institutions) - Total</b>	<b>10,57,79,881</b>	<b>13.58</b>	<b>10,57,79,881</b>	<b>13.03</b>
<b>D</b>	<b>Non - Promotor Non-Public (PFL Employee Welfare Trust)</b>	<b>50,80,000</b>	<b>0.65</b>	<b>50,80,000</b>	<b>0.63</b>
	<b>Total (A+B+C+D)</b>	<b>77,89,19,238</b>	<b>100.00</b>	<b>81,20,67,340</b>	<b>100.00</b>

**Note:**

- i. The above pre-issue shareholding pattern is as on the Beneficial Position (“Ben-Pos”) dated Friday, 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.
- ii. 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 Allottee mentioned above may also stand altered.

**f) Time frame within which the Preferential Issue shall be completed:**

In terms of the SEBI ICDR Regulations, the proposed Preferential Issue to Proposed Allottee pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1.

Provided further that where the allotment to any of the Proposed Allottee is pending on account of pendency of any application for approval or permission by any regulatory authority or the Central Government, the allotment would be completed within 15 (fifteen) days from the date of such approval or permission within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

**g) The identity of the natural persons who are ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottee is as follows:**

Sr No.	Name of Proposed Allottee	Identity of natural persons who are Ultimate Beneficial Owner of and/or control the Proposed Allottee
<b>Promoter</b>		
1.	Rising Sun Holdings Private Limited	Mr. Adar Cyrus Poonawalla

**h) The name of proposed allottees and percentage of post Preferential Issue capital that may be held by them in the Company consequent to the Preferential Issue:**

Sr No.	Name of Proposed Allottee	Category	Pre-Issue % Holding *	Number of Equity Shares proposed to be allotted	Post Issue % Holding**
1.	Rising Sun Holdings Private Limited	Promoter	62.46%	331,48,102	63.99%

\*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 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 Allottee mentioned above may also stand altered.

**i) The change in control, if any, in the Company that would occur consequent to the preferential issue.**

As a result of the proposed Preferential Issue of equity shares, there will be no change in the control or management of the Company since the Proposed Allottee is already the Promoter and holding 48,64,96,535 equity shares as a pre-issue holding. However, the voting rights will change in tandem with the Shareholding Pattern.

**j) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the period from April 01, 2025, till date of notice of this Postal Ballot, the Company has not made any preferential issue of equity shares.

**k) Class or classes of persons to whom the allotment is proposed to be made and the current and post allotment status of the Proposed Allottee:**

The allotment will be made to the Promoter of the Company who shall continue to be Promoter post allotment.

**l) Basis on which the price (including premium) has been arrived:**

The equity shares are listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) and the equity shares are frequently traded in accordance with the SEBI ICDR Regulations.

Accordingly, in terms of Regulation 164(1) of SEBI ICDR Regulations, the price at which equity shares will be allotted shall not be less than higher of the following:

- (i) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 90 (ninety) trading days preceding the Relevant Date is Rs. 392.68 (Rupees Three Hundred Ninety-Two and Sixty-Eight Paise only) per equity share; or
- (ii) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 10 (ten) trading days preceding the Relevant Date is Rs. 452.51 (Rupees Four Hundred and Fifty-Two and Fifty-One Paise only) per equity share.

The share price on the NSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue, as NSE is the Stock Exchange with higher trading volumes of the equity shares of the Bank for the 90 (ninety) trading days prior to the Relevant Date.

In view of the above, the issue price of the equity shares to be issued to the Proposed Allottee is Rs. 452.51/- (Rupees Four Hundred and Fifty-Two and Fifty-One Paise only) per equity share i.e., the higher of the price determined in accordance with the provisions of SEBI ICDR Regulations.

**m) Relevant Date and Issue Price/ Price Band:**

The Relevant Date for determining the price of equity shares for the purpose of the Preferential Issue in accordance with the SEBI ICDR Regulations, would be Friday, July 25, 2025, i.e., the date 30 (thirty) days prior to the date on which the resolution is deemed to be passed i.e., Sunday, August 24, 2025, the last date for e-Voting.

It is proposed to issue equity shares at an issue price of Rs. 452.51/- (Rupees Four Hundred and Fifty-Two and Fifty-One Paise only) per equity share (face value of Rs. 2/- and premium of Rs. 450.51/- per equity share) as determined on the Relevant Date which is in compliance with the provisions of SEBI ICDR Regulations.

The above issue price per equity share has been determined based on the Pricing methodology prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

**n) Lock-in Period:**

In accordance with Chapter V, Regulation 167 of the SEBI ICDR Regulations and any other applicable provisions of applicable laws for the time being in force, the equity shares allotted on a preferential basis shall be subject to post-issue lock-in requirements as follows:

- i. Equity shares allotted to the promoters or promoter group shall be locked-in for a period of 18 (eighteen) months from the date of trading approval granted for such shares. Not more than 20% (twenty percent) of the total post-issue share capital of the Company shall be subject to the said 18 (eighteen) months lock-in, and any shares allotted in excess of such 20% (twenty percent) shall be locked-in for a period of 6 (six) months from the date of trading approval.

- ii. Equity shares allotted to persons other than the promoters or promoter group shall be locked-in for a period of 6 (six) months from the date of trading approval.

As per Regulation 167(6) of the SEBI ICDR Regulations, the entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked in from the relevant date up to a period of 90 (ninety) trading days from the date of trading approval of the equity shares allotted on a preferential basis.

**o) Re-computation of Issue Price:**

Since the Company's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 (ninety) trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

**p) Principal terms of assets charged as securities:**

Not applicable.

**q) Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer:**

Not applicable.

**r) Report of a Registered Valuer:**

Not applicable.

**s) Certificate from Practicing Company Secretary**

A copy of the certificate from SIUT & Co. LLP (Firm Registration No.: L2021MH011500), Practicing Company Secretaries, certifying that the proposed Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, is made available on the website of the Company at <https://poonawallafincorp.com/investor.php> to facilitate online inspection by the Members of the Company.

**t) Other Disclosures:**

- (i) There is no restriction under the Memorandum of Association and Articles of Association of the Company for undertaking the proposed Preferential Issue of equity shares, and the issuance is duly authorised under the Articles of Association.
- (ii) Issue of the equity shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.
- (iii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, if applicable, the above equity shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
- (iv) The Company has obtained the Permanent Account Number of the Proposed Allottee.
- (v) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed and the SEBI Listing Regulations, as amended. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (vi) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (vii) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.
- (viii) The Company will make an application to the Stock Exchanges seeking its in-principle approval for the issuance of equity shares to the Proposed Allottee.
- (ix) In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

Save and except to the extent of their shareholding, if any, in the Company, except Mr. Adar Cyrus Poonawalla, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said Special Resolution as set out at Item No. 1 of this Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Board of Directors recommend passing on the **Special Resolution** as set out in Item No. 1 of this Notice.

**Item No. 2****To consider and approve Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore only)**

As per the provisions of section 180(1)(c) of the Companies Act, 2013 (the “Act”), and any other applicable provisions of any law, regulations and circulars (as any of the above is or may be amended, modified, substituted, re-instated or re-enacted, from time to time), as amended the Board of Directors of the Company can exercise the power to borrow money(ies) in excess of aggregate of its paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), only with the consent of the Company by a Special Resolution.

At the Extra-Ordinary General Meeting dated January 09, 2025, the Members had accorded their consent to the Board of Directors to borrow funds to the extent of Rs. 50,000 Crore (Rupees Fifty Thousand Crore only) in excess of the paid up capital and free reserves of the Company.

The Company is a Non-Banking Financial Company and is primarily engaged in the business of financing. For the purpose of onward lending to its customers, repay the existing loans, debt of the Company, maintenance of liquidity coverage ratio and meeting its working capital requirements, it is required to borrow funds through various sources including issue of non-convertible debentures (“NCDs”), bank borrowing, External Commercial borrowings (ECB), availing term loans, cash credit, etc. in the normal course of business.

As on March 31, 2025, the Assets Under Management (“AUM”) of the Company stood at Rs. 35,631 Crore vis-a-vis AUM of Rs. 25,003 Crore as on March 31, 2024, depicting a growth of 42.5% y-o-y. During the financial year 2024-25, the Company has raised funds through ECB route for an amount upto \$175 Million (~ Rs. 1,477 Crore). The Company further raised Rs. 1,525 Crore in April 2025 through NCD. Accordingly, contribution of NCD increased to 12% of the total borrowings in April 2025 as against the 6% as of March 2025.

The Company’s Capital to Risk (Weighted) Assets Ratio (CRAR) as on March 31, 2025 is healthy at 22.94%, which is well above the regulatory mandate of 15%. Through an optimized funding mix and diversified sources, the Company has effectively maintained a minimal level of capital cost. The Company is rated AAA/stable by CRISIL Ratings and CARE Ratings, thereby reflecting the financial stability of the Company. The Company’s Debt Equity ratio as on March 31, 2025 is 3.19, and the Company is in compliance with fulfilment of its debt obligations including timely payment of interest and principal.

The Company aspires to scale up its AUM over FY 2023-24 by 5-6x over the next 5 years. The AUM of the Company stood at Rs. 41,273 Crore for the quarter ended June 30, 2025. Keeping in view the Company’s long term strategic and business objectives, in order to meet the increased financial needs and business requirements, it is proposed to increase the borrowing power limits such that the same may exceed, at any time, the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed by the Company and outstanding at any point of time, shall not exceed Rs. 75,000 Crore (Rupees Seventy-Five Thousand Crore only). The Board of Directors of the Company considers that the increase in mobilisation of funds is necessary for the Company’s growing business. The consent of the Company is required by way of a special resolution to borrow funds in excess of the paid up capital, securities premium and free reserves of the company pursuant to Section 180 of the Act, and any other applicable provisions of any law, regulations and circulars (as any of the above is or may be amended, modified, substituted, re-instated or re-enacted, from time to time).

Save and except to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution as set out at Item No. 2 of this Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The above proposal is in the interest of the Company and the Board recommends the resolution set out in Item No. 2 of the Notice to the Members for their consideration and approval, by way of a **Special Resolution**.

**Item No. 3****Creation of Charges 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.**

The Members at the Extra-Ordinary General Meeting dated January 09, 2025, had accorded their consent to the Board of Directors to mortgage and / or create charge on all or anyone of the moveable / immovable properties or such other assets of the company, subject to the limits approved under Section 180 (1)(c) of the Companies Act, 2013.

As mentioned above, the Company being a Non-Banking Financial Company is primarily engaged in the business of financing. For the purpose of onward lending to its customers and meeting its working capital requirements, it is required to borrow funds through various sources including issue of non-convertible debentures (“NCDs”), bank borrowing, External Commercial borrowings (ECB), availing term loans, cash credit, etc. in the normal course of business for which it is also required to mortgage and / or create charge on all or anyone of the moveable / immovable properties and/or other assets of the company.

Therefore, the consent of the Company is required by way of a special resolution in terms of the provisions of section 180(1)(a) of the Companies Act, 2013, and any other applicable provisions of any law, regulations and circulars (as any of the above is or may be amended, modified, substituted, re-instated or re-enacted, from time to time), to create security, encumbrance, mortgage and/or charge, etc. on the movable/ immovable properties or any other assets of the Company for securing the borrowings (both present and future) of the Company not exceeding at any point of time the maximum outstanding borrowing limit, as approved by the Members pursuant to section 180(1)(c) of the Act).

Save and except to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution as set out at Item No. 3 of this Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The above proposal is in the interest of the Company and the Board recommends the resolution set out in Item No. 3 of the Notice to the Members for their consideration and approval, by way of a **Special Resolution**.

**Registered Office:**  
201 and 202, 2<sup>nd</sup> Floor, AP81,  
Koregaon Park Annex,  
Mundhwa, Pune – 411 036  
Maharashtra

Date: July 25, 2025  
Place: Mumbai

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

**Shabnum Zaman**  
**Company Secretary**  
ACS No.: 13918