

August 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 (E).
Mumbai - 400 051
NSE Symbol: POONAWALLA

Dear Sir/Madam,

Subject: Disclosure of Voting Results of Postal Ballot through remote e-voting process in terms of Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Ref: Our Letter dated July 25, 2025 and August 22, 2025.

Pursuant to SEBI Listing Regulations, please find enclosed herewith the results of the Postal Ballot through remote e-voting process, which was announced on Monday, August 25, 2025, at the registered office of Poonawalla Fincorp Limited (hereinafter referred to as the “**Company**”), w.r.t the following Special Resolutions:

1. To issue, offer and allot Equity Shares on preferential basis.

(The Company has proposed to create, issue, offer and allot equity shares aggregating to Rs. 1499,98,47,636.02/- (Rupees One Thousand Four Hundred Ninety-Nine Crore Ninety-Eight Lakh Forty-Seven Thousand Six Hundred and Thirty-Six and Two Paise only) on a preferential basis, by way of allotment to Rising Sun Holdings Private Limited, a Promoter of the Company).
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).
3. Creation of Security, Charges on the moveable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013, both present and future, in respect of borrowings.

Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No.13792), who was appointed as the Scrutinizer for conducting the Postal Ballot process, has submitted his Report to the Company on Monday, August 25, 2025. Based on the report received from the Scrutinizer, the Resolutions have been declared as passed with requisite majority by the Members through the remote e-voting process and shall be deemed to have been passed on Sunday, August 24, 2025, i.e., the last date of remote e-voting.

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

1. Report of Scrutinizer dated August 25, 2025, on remote e-voting.
2. E-voting results pursuant to Regulation 44(3) of the SEBI Listing Regulations.

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

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,
For Poonawalla Fincorp Limited

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

Poonawalla Fincorp Limited
CIN: L51504PN1978PLC209007

Corporate Office: Unit No. 2401, 24th Floor, Altimus, Dr. G. M. Bhosale Marg, Worli, Mumbai, Maharashtra - 400018 **T:** +91 22 47733220
Registered Office: 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036 **T:** +91 20 67808090
E: secretarial@poonawallafincorp.com | **W:** www.poonawallafincorp.com

Report of the Scrutinizer(s)

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies {Management and Administration} Rules, 2014 as amended upto date and Regulation 44 of the Securities Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations, 2015)

To
The Board of Directors
POONAWALLA FINCORP LIMITED
CIN - L51504PN1978PLC209007
201 and 202, 2nd Floor, AP81
Koregaon Park Annex, Mundhwa
Pune, 411036, Maharashtra.

Dear Sir,

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

The Board of Directors of Poonawalla Fincorp Limited [hereinafter referred to as the ("**Company**") on July 25 2025 have appointed me (Girish Bhatia having FCS No.3295 and CP No.13792) as the Scrutinizer to conduct and scrutinize the Postal Ballot e-Voting process in a fair and transparent manner in respect of Resolutions as stated in the Postal Ballot Notice dated July 25,, 2025 read with Corrigendum dated August 22 , 2025 to the said Postal Ballot Notice ("**Postal Ballot Notice/Notice**").

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, provisions of Secretarial Standard on General Meetings ("**SS-2**") read with the General Circular No.14/2020 dated 08.04.2020, the General Circular No.17/2020 dated 13.04.2020, the General Circular No.22/2020 dated 15.06.2020, the General Circular No.33/2020 dated 28.09.2020, the General Circular No.39/2020 dated 31.12.2020, the General Circular No.10/2021 dated 23.06.2021, the General Circular No.20/2021 dated 08.12.2021, the General Circular No.03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022, General Circular No 09/2023 dated 25.09.2023 and General Circular No. 9/2024 dated 19.09.2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 ("**SEBI Circulars**"), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024 (together "**SEBI Circulars**" and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("**SEBI Listing Regulations**"), the Company had provided facility for voting through electronic means (e-Voting) to all the Members of the Company to enable them to cast their votes only through electronic means on the items mentioned in the Notice.

In view of the extension provided to the Corporates in providing both voting by physical ballot and e-Voting, a facility was extended for the members to cast their votes only through e-Voting in accordance with the provisions of the MCA Circulars.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Act and the Rules framed thereunder as also under the Listing Regulations relating to voting through e-Voting



process and for the Resolution(s) proposed in the Notice of Postal Ballot of the Company dated July 25, 2025 read with Corrigendum dated August 22, 2025 to the said Postal Ballot Notice.

My responsibility as a Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Notice. My Report is based on the Report generated from e-Voting system provided by the National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-Voting facilities for voting through electronic means in respect of the resolutions as contained in the Postal Ballot Notice.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot (e-Voting) received from the Members of the Company, I submit my report as under :

1. The Company has appointed NSDL as Service Provider, for the purpose of extending the facility of e-Voting to the Members of the Company through their website www.evoting.nsdl.com. and Link Intime India Private Limited is the Registrar and Transfer Agent (R&TA) of the Company.
2. The Company on July 25, 2025 has completed sending of Postal Ballot Notice and Explanatory Statement to its Members by e-Mail whose name(s) appeared on the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, July 18, 2025 ("**Cut-off date**") and whose e-Mail IDs are registered with the Company/Depositories.. Further, dispatch of Corrigendum dated August 22, 2025 to the postal ballot notice was completed on August 22, 2025.
3. In terms of the aforesaid Postal Ballot Notice and as prescribed in the aforesaid rules, the e-Voting facility was kept open for thirty (30) days period commenced on **Saturday, July 26, 2025 at 09:00 A. M. IST and remained open till 05:00 P. M. IST on Sunday, August 24, 2025** and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on e-Voting platform provided by NSDL.
4. The Members of the Company holding shares as on "**Cut-off Date**" i.e **Friday, July 18, 2025** were entitled to vote on the Resolutions proposed in the Notice.
5. The requisite Public Advertisement with respect to dispatch of Postal Ballot Notice pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended) was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Loksatta" (in Marathi language) on Saturday, July 26, 2025. Furthermore, requisite Public Advertisement with respect to dispatch corrigendum to the Postal Ballot Notice was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Loksatta" (in Marathi language) on Saturday, August 23, 2025.
6. Particulars of all the votes cast by electronic means have been entered in a register separately maintained for the purpose.
7. The e-voting module of NSDL was disabled on Sunday, August 24, 2025 at 05.00 P.M. (IST) and the same was unblocked by me after 05:15 P.M. (IST) on the same day.
8. All votes cast through e-Voting up to 05:00 P.M. on Sunday, August 24, 2025 the last date, and time fixed by the Company were considered for my scrutiny. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and R&TA with respect to number of shares held on Friday, July 18, 2025 and authentication, wherever required, lodged for the purpose.



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

Total number of Shareholders on Cut-off Date i.e., Friday, July 18, 2025.	207,301
No. of Shareholders attended the meeting through Video Conferencing Promotor and Promotor Group: Public:	Not Applicable

Item No.1: Special Resolution-To issue, offer and allot Equity Shares on preferential basis.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	897	654717696	-	-	897	654717696	99.9937
Dissent	80	41397	-	-	80	41397	00.0063
Total	977	654759093	-	-	977	654759093	100.0000

ItemNo.2: Special Resolution- 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).

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	877	653427453	-	-	877	653427453	99.7967
Dissent	104	1330960	-	-	104	1330960	00.2033
Total	981	654758413	-	-	981	654758413	100.0000

ItemNo.3: Special Resolution- Creation of Security, Charges on the moveable and immovable properties of the Company under Section 180(1) (a) of the Companies Act,2013 ,both present and future ,in respect of borrowings.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	892	653436569	-	-	892	653436569	99.7982
Dissent	88	1321354	-	-	88	1321354	00.2018
Total	980	654757923	-	-	980	654757923	100.0000



GIRISH BHATIA, PRACTISING COMPANY SECRETARY

Flat No.5B, Shubham Apartment
19-B, Alipore Road, Kolkata – 700027

Mobile No: 9903868281

Email: girishbhatia1956@gmail.com

PAN: ACWPB0146N

Based on the above results, resolution(s) no.1, 2 and 3 as contained in the the Postal Ballot Notice dated July 25, 2025 read with Corrigendum dated August 22, 2025 to the said Postal Ballot Notice are deemed to have been passed on Sunday, August 24, 2025 with requisite majority.

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

Thanking You,


GIRISH BHATIA
Company Secretary in Practice

Place: Kolkata
Date: 25.08.2025

(CS GIRISH BHATIA)
Practising Company Secretary
FCS: 3295 CP: 13792
UDIN:F003295G001072682
Peer Review No.2011/2022



Countersigned by
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No: 13918

Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To issue, offer and allot equity shares on Preferential basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	486496535	486496535	100.0000	486496535	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	486496535	486496535	100.0000	486496535	0	100.0000	0.0000
Public- Institutions	E-Voting	181562822	164914331	90.8305	164890592	23739	99.9856	0.0144
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	181562822	164914331	90.8305	164890592	23739	99.9856	0.0144
Public- Non Institutions	E-Voting	110859881	3348227	3.0202	3330569	17658	99.4726	0.5274
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	110859881	3348227	3.0202	3330569	17658	99.4726	0.5274
Total		778919238	654759093	84.0599	654717696	41397	99.9937	0.0063
Whether resolution is Pass or Not.							Yes	

Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	486496535	486496535	100.0000	486496535	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		486496535	486496535	100.0000	486496535	0	100.0000
Public-Institutions	E-Voting	181562822	164914331	90.8305	163610085	1304246	99.2091	0.7909
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		181562822	164914331	90.8305	163610085	1304246	99.2091
Public- Non Institutions	E-Voting	110859881	3347547	3.0196	3320833	26714	99.2020	0.7980
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110859881	3347547	3.0196	3320833	26714	99.2020
Total		778919238	654758413	84.0599	653427453	1330960	99.7967	0.2033
Whether resolution is Pass or Not.							Yes	

Resolution (3)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	486496535	486496535	100.0000	486496535	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		486496535	486496535	100.0000	486496535	0	100.0000
Public-Institutions	E-Voting	181562822	164914331	90.8305	163610085	1304246	99.2091	0.7909
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		181562822	164914331	90.8305	163610085	1304246	99.2091
Public- Non Institutions	E-Voting	110859881	3347057	3.0192	3329949	17108	99.4889	0.5111
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110859881	3347057	3.0192	3329949	17108	99.4889
Total		778919238	654757923	84.0598	653436569	1321354	99.7982	0.2018
Whether resolution is Pass or Not.							Yes	