

Ref. No. 9730/STCL/DT/2022-23

13<sup>th</sup> January 2023

To,

|                                                                                          |                                                                                                                                  |                                                                                                                                                           |
|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>BSE Limited</b><br>Phiroze Jeejeebhoy<br>Towers,<br>Dalal Street,<br>Mumbai – 400 001 | <b>POONAWALLA<br/>FINCORP LIMITED</b><br>201 and 202, 2nd floor,<br>AP81, Koregaon Park<br>Annex, Mundhwa PUNE<br>Pune MH 411036 | <b>National Stock Exchange of India<br/>Limited</b><br>Exchange Plaza, Plot No. C/1, G-<br>Block,<br>Bandra-Kurla Complex,<br>Bandra (E) Mumbai – 400 051 |
|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir,

**Sub: Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – POONAWALLA FINCORP LIMITED.**

Please find attached the Disclosures which are required to be made under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of the pledge of shares of POONAWALLA FINCORP LIMITED in favour SBICAP Trustee company Ltd, as debenture Trustee for the NCDs raised by Jupiter Capital Limited (Issuer/Pledgor) and the subject shares are pledged by the pledgor in our favour for the benefit of debenture holders as a security.

You are requested to take note of the same on your records.

Yours faithfully,

**For SBICAP Trustee Company Limited**  
13/1**Authorized Signatory**

**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                |                                                            |                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | POONAWALLA FINCORP LIMITED     |                                                            |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                                                                                                                                                                                                                                                                                                                                        | SBICAP Trustee Company Limited |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                                                                                                                                                                                                                                                                                                                              | No                             |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                                                                                                                                                                                                                                                                                                                                   | BSE and NSE                    |                                                            |                                                            |
| Details of the acquisition as follows                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number                         | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b><br><br>a) Shares carrying voting rights<br>b) Shares in the nature of encumbrance (pledge/ lien/ <del>non-disposal undertaking</del> / others)<br>c) Voting rights (VR) otherwise than by equity shares<br>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)<br>e) Total (a+b+c+d) | NIL                            | NIL                                                        | NIL                                                        |
| <b>Details of acquisition</b><br><br>a) Shares carrying voting rights acquired<br>b) VRs acquired otherwise than by equity shares<br>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each                                                                                                                                                                                                  |                                |                                                            |                                                            |



|                                                                                                                                                                                                            |                                                                              |          |          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|----------|----------|
| category) acquired                                                                                                                                                                                         |                                                                              |          |          |
| d) Shares in the nature of encumbrance (pledge/<br>lien/ <del>non disposal undertaking/ others</del> )                                                                                                     | d) 65,804                                                                    | d) 0.008 | d) 0.008 |
| e) Total (a+b+c+/-d)                                                                                                                                                                                       | e) 65,804                                                                    | e) 0.008 | e) 0.008 |
| <b>After the acquisition, holding of acquirer along with PACs of:</b>                                                                                                                                      |                                                                              |          |          |
| a) Shares carrying voting rights                                                                                                                                                                           |                                                                              |          |          |
| b) VRs otherwise than by equity shares                                                                                                                                                                     |                                                                              |          |          |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition                 |                                                                              |          |          |
| d) Shares in the nature of encumbrance (pledge/<br>lien/ <del>non disposal undertaking/ others</del> )                                                                                                     | d) 65,804                                                                    | d) 0.008 | d) 0.008 |
| e) Total (a+b+c+d)                                                                                                                                                                                         | e) 65,804                                                                    | e) 0.008 | e) 0.008 |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)                                                                        | Pledge of Shares                                                             |          |          |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.                                                                    | Equity Shares                                                                |          |          |
| Date of acquisition of/ <del>date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</del> | 12-01-2023                                                                   |          |          |
| Equity share capital / total voting capital of the TC before the said acquisition                                                                                                                          | 76,51,16,587 Equity Shares of Rs. 2/- each aggregating to Rs.1,530,233,174/- |          |          |
| Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                            | 76,51,16,587 Equity Shares of Rs. 2/- each aggregating to Rs.1,530,233,174/- |          |          |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                                    | 76,51,16,587 Equity Shares of Rs. 2/- each aggregating to Rs.1,530,233,174/- |          |          |

**For SBICAP Trustee Company Limited**

**Authorized Signatory**

Place: Mumbai

Date: 13/01/2023

*L. Dhanraj*  
13/1

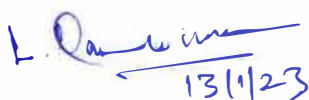


*M. S. S.*

**Part-B\*\*\***
**Name of the Target Company : POONAWALLA FINCORP LIMITED**

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs |
|-------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------|
| SBICAP Trustee Company Limited                                                | No                                                       |                                  |
|                                                                               |                                                          |                                  |
|                                                                               |                                                          |                                  |
|                                                                               |                                                          |                                  |

Signature of the acquirer / Authorised Signatory

**For SBICAP Trustee Company Limited**


**Authorized Signatory**

Place: Mumbai

Date: 13/01/2023

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing(September 30,2022) done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(\*\*\*\*) STCL acts as a Security Trustee, Debenture Trustee, Share Pledge Trustee etc. It is not the business of STCL to lend the money to any entity / company / individual or borrow the money or to provide the security to any lender / borrower. STCL only holds the security created in its favour for the benefit of the debenture holders / lender as required under the transaction documents. Further, in case the default in repayment of loans / debentures is made by the borrower / Issuer Company, STCL will required to enforce the security created in its favour, as per the instructions / direction of the lenders / debenture holders as required under the transaction documents.

