

July 07, 2025

BSE Limited

Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

BSE Scrip Code: 524000

National Stock Exchange of India Limited

The Listing Department,
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East),
Mumbai - 400 051.

NSE Symbol: POONAWALLA

Dear Sir / Madam,

Subject: Notice of Annual General Meeting and Annual Report for the Financial Year 2024-25.

Reference: Regulation 30, 34 50 & 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

This is in furtherance to our letter dated April 25, 2025, we hereby inform you that the 45th Annual General Meeting ("AGM") of the Company will be held on Tuesday, July 29, 2025, at 03:00 P.M through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 30, 34, 50 and 53 read with Paragraph A of Part A of Schedule III of SEBI Listing Regulations, we are enclosing herewith the following:

- I) Annual Report of the Company for the Financial Year (FY) ended March 31, 2025.
- II) Notice of the AGM of the Company (including e-voting instructions).

The Annual Report for the FY 2024-25 and the Notice of the AGM is available on the Company's website at the link i.e., <https://poonawallafincorp.com/investor-financials>

Further, in compliance with circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars"), copies of the Annual Report for the FY 2024-25 and Notice of the AGM of the Company (including E-voting instructions) are being sent through electronic mode to all the Members whose email addresses are registered with the Registrar and Share Transfer Agent viz. MUFG Intime India Private Limited(Formerly known as Link Intime India Private Limited) or the Depository Participant(s).

Further in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter will be sent to the shareholders whose e-mail addresses are not registered with the Registrar and Share Transfer Agent /Depository Participants, providing a web-link from where the Annual Report for the FY 2024-25 can be accessed on the website of the Company.

Book Closure Notice: Pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules framed thereunder, Notice is hereby given that the Register of Members and Transfer Books of the Company will remain closed from Wednesday, July 23, 2025 to Tuesday, July 29, 2025 (both days inclusive) for the AGM.

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

Cut-off date and E-voting details: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and read with MCA Circulars and SEBI Circulars, the Company is pleased to provide all its Members the facility to exercise their vote electronically at the AGM of the Company, on all resolutions set forth in the Notice of the AGM.

Members of the Company holding shares either in physical or in dematerialized form as on the cut-off date, i.e., Tuesday July 22, 2025, may exercise their votes electronically. The voting rights of Members shall be in proportion to their share in paid up equity capital of the Company as on Tuesday, July 22, 2024 ("cut-off date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained with the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. **The remote e-voting period begins on Friday, July 25, 2025, at 09:00 A.M. (IST) and ends on Monday, July 28, 2025, at 05:00 P.M. (IST).**

The Company is providing VC/OAVM through National Securities Depository Limited ("NSDL") platform for the Members to participate in the AGM. Members may access the same at <https://www.evoting.nsdl.com> through the same login credentials provided to them for e-voting. Further, the detailed instructions for e-voting, participation in the AGM through VC and remote e-voting have been provided in the Notice of the AGM.

We hereby request you to take the above information on record.

Thanking You,

Yours faithfully,

For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS-13918

Enc: A/a

Poonawalla Fincorp Limited

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POONAWALLA FINCORP LIMITED

Registered Office: 201 and 202, 2nd Floor, AP81,
Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra.

Corporate Office: Unit No 2401, 24th 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 ANNUAL GENERAL MEETING

Remote e-VOTING STARTS ON	Remote e-VOTING ENDS ON
Friday, July 25, 2025 at 09:00 a.m. (IST)	Monday, July 28, 2025 at 05:00 p.m. (IST)

Notice is hereby given that the **45th Annual General Meeting ('AGM/Meeting')** of the Members of Poonawalla Fincorp Limited (hereinafter referred to as '**Company**'/ '**the Company**') will be held on Tuesday, July 29, 2025 at 03:00 p.m. Indian Standard Time ('**IST**') through Video Conferencing ('**VC**')/ Other Audio - Visual Means ('**OAVM**') to transact the following businesses :

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors' and Auditors' thereon:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors' and Auditors' thereon, be and are hereby received, considered and adopted."

- 2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors' thereon:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors' thereon, be and are hereby received, considered and adopted."

- 3. To re-appoint Mr. Sunil Samdani (DIN: 10301175), who retires by rotation as a Director and, being eligible, has offered himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, other applicable provisions of law and regulations, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time and as any of the aforesaid may be amended, modified, varied or re-enacted from time to time, Mr. Sunil Samdani (DIN: 10301175), who retires by rotation at this meeting and upon being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 4. To approve appointment of Secretarial Auditor of the Company.**

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

"RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules,2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and Regulation 24A of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with SEBI Circular number SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 other applicable provisions of law and regulations, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time and as any of the aforesaid may be amended, modified, varied or re-enacted from time to time and upon recommendations of the Audit Committee and the Board of Directors of the Company, SIUT & Co LLP, peer reviewed Company Secretaries in Practice

Registered Office:

201 and 202, 2ND Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411036,
Maharashtra.
Place: Mumbai
Date: April 25, 2025

(Firm Registration No.: L2021MH011500) be and are hereby appointed as the Secretarial Auditor of the Company for a period of five (5) consecutive years i.e., from Financial Year 2025-2026 till and including Financial Year 2029-2030 at such fees mentioned in the Explanatory Statement (in addition to taxes and out of pocket expenses), and as may be revised/determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditor from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above said resolution and matters, incidental, consequential and connected therewith."

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

**Sd/-
Shabnum Zaman
Company Secretary
ACS No.: 13918**

NOTES FOR MEMBERS' ATTENTION:

Virtual Meeting:

- The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 in continuation to the circulars issued earlier in this regard ("MCA Circulars") allowed, inter-alia, conduct of AGM through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025 and relevant circulars issued by the Securities and Exchange Board of India ("SEBI") in this regard has provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with these Circulars, provisions of the Companies Act, 2013 ("Act") and the SEBI Listing Regulations, Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the 45th AGM of the Company is being conducted through VC/ OAVM facility.
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), SS-2 and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, as amended, the Company through National Securities Depository Limited ("NSDL") will be providing facilities in respect of:
 - voting through remote e-voting;
 - participation in the AGM through VC/ OAVM facility;
 - e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained at Note No. 23.
- The deemed venue for the 45th AGM shall be the registered office of the Company situated at 201 and 202, 02nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra, India.
- In terms of the MCA Circulars, physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the

Act will not be available for the 45th AGM, Hence, the Proxy Form and Attendance Slip including route map are not annexed to this Notice.

- In pursuance of Section 112 and Section 113 of the Act, Government/Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc. may appoint representative for the purpose of voting through remote e- voting by Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 45th AGM through VC/ OAVM facility and e- voting during the 45th AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to girishbhatia1956@gmail.com with a copy marked to evoting@nsdl.com.
- Attendance of the Members participating in the 45th AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum requirement under Section 103 of the Act.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/Registrar and Share Transfer Agent ("RTA").
- Members may note that the AGM Notice and the Annual Report 2024-25 will also be available on

the Company's website www.poonawallafincorp.com at weblink i.e. <https://poonawallafincorp.com/investor-financials.php> and websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depositories Limited (NSDL) i.e. agency for providing remote e-voting facility i.e. www.evoting.nsdl.com.

- Physical copy of the Annual Report 2024-25 (including the Notice of the 45th AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the FY 2024-25, may write to the Company at secretarial@poonawallafincorp.com requesting for the same by providing their holding details.
- Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport) in support of the address of the Member, to the RTA at rnt.helpdesk@in.mpms.mufg.com
- Members holding shares in dematerialised (demat) mode are requested to register/update their e-mail ids with their relevant Depositories.

Procedure for remote e-voting and e-voting during the AGM:

- Pursuant to the provisions of section 108 of the Act read with Management Rules and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-voting facility provided by listed entities and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
- The remote e-voting period begins on **Friday, July 25, 2025 at 09:00 a.m. (IST) and ends Monday, July 28, 2025 at 05:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners maintained by the depositories, as on

the cut-off date i.e., Tuesday, July 22, 2025 may cast their vote electronically.

- The voting right of member shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date, Tuesday, July 22, 2025. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
- The Board of Directors has appointed Mr. Girish Bhatia, Practicing Company Secretary (FCS: 3295 / CP No. 13792), as the Scrutinizer for scrutinizing the process of remote e-Voting and e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer, shall post conclusion of the meeting, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's report and submit their report to the company secretary, within 2 working days from the conclusion of the meeting who shall countersign the same.
- The Results of remote e-Voting and voting at the Meeting shall be declared by the Chairman or by any other Director or Company Secretary duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website www.poonawallafincorp.com and also be displayed on the Notice Board of the Company at its Registered Office and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, July 29,

2025, subject to receipt of the requisite number of votes in favour of the Resolutions.

20. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal (“ODR Portal - <https://smartodr.in/login>”) to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company’s website <https://poonawallafincorp.com/investor-info> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]

21. Important notice for investors holding non convertible securities of the Company:

SEBI has released a procedural framework for dealing with unclaimed interest, dividend and redemption amounts lying with entities having listed non convertible securities and manner of claiming such amounts by investors. The Company has formulated a framework specifying the process to be followed by the investors for

claiming their unclaimed amounts which is available on the website of the Company at www.poonawallafincorp.com

22. NSDL e-Voting Instructions:

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 and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI Circular dated December 09, 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.	<div>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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 or joining virtual meeting & voting during the meeting.</div> <div>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</div> <div>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</div> <div>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold with 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 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 or joining virtual meeting & voting during the meeting.</div> <div>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</div>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<div>1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</div> <div>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 or joining virtual meeting & voting during the meeting. 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.</div> <div>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</div> <div>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 www.cdslindia.com 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.</div>
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Type of shareholders	Login Method
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 Depository 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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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 134319 then user ID is 134319001***

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.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 with a copy marked to evoting@nsdl.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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. July 22, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., July 22, 2025 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. 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 to reset the password.
4. In case of any queries, 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 or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com

10. 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 resolutions set out in this 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 evoting@nsdl.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 evoting@nsdl.com. 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, shareholder/ Members may send a request to 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 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Procedure for e-voting during the AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will attend in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

Procedure to join the AGM on NSDL e-voting system:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops/Machine for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ ask questions as a speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to secretarial@poonawallafincorp.com.

com between Monday, July 14, 2025 (09:00 a.m. IST) and Wednesday, July 23 2025 (05:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com or call at 022 - 4886 7000.

23. Shareholder Awareness:

- a. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:-
 - i. the change in the residential status on return to India for permanent settlement, and
 - ii. the particulars of the NRE account with a Bank in India, if not furnished earlier.
- b. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical form can submit their PAN, KYC details and Nomination in the prescribed forms to the RTA.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.
- c. The Company has entered into necessary arrangements with NSDL and Central Depository Services (India) Limited ("CDSL") to enable the shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.

Members are requested to contact the Company's RTA for reply to their queries/ redressal of complaints, if any by raising an email query at the following

email id: rnt.helpdesk@in.mpms.mufg.com or contact at secretarial@poonawallafincorp.com

d. Dematerialization of shares:

SEBI has mandated the Listed Companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at <https://www.poonawallafincorp.com/investor-info> and RTA at <https://in.mpms.mufg.com/>. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024]

#Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

- d. Process for dematerialisation of shares is available at the website of the Company at weblink i.e. <https://www.poonawallafincorp.com/investor-info>
- e. Members holding shares in dematerialised form are requested to update with their respective Depository Participants, their bank account details (account number, 9 digit MICR and 11 digit IFSC), E-mail address and mobile number. Members holding shares in physical form may communicate details to the Company/RTA before the record date, by quoting the folio no. and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self-attested scanned copy of the PAN card.
- f. Members are requested to contact the Company's RTA for reply to their queries/ redressal of complaints, if any by raising an email query at the following link: https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html or contact at secretarial@poonawallafincorp.com
- g. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, July 23, 2025 to Tuesday, July 29, 2025 (both days inclusive) for the purpose of AGM.

- h. Brief profile and other information about the Director proposed to be re-appointed as required under Regulation 36(3) and additional information on appointment of Secretarial Auditor as required under Regulation 36(5) of SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are forming part of the Explanatory Statement of this Notice.

24. Shareholders unpaid/unclaimed dividend/ shares related matters:

- a. In terms of Sections 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, dividends

- c. The details of the dates on which dividend should be transferred to the aforesaid Authority is given below:-

Financial Year	Date of Declaration	Due for transfer
2017-18	August 02, 2018	September 07, 2025
2018-19	August 01, 2019	September 06, 2026
2019-20	The Company did not declare any dividend for F.Y. 2019-20.	
2020-21	The Company did not declare any dividend for F.Y. 2020-21.	
2021-22	July 29, 2022	September 03, 2029
2022-23	July 25, 2023	August 30, 2030
2023-24 (Interim Dividend)	January 18, 2024	February 23, 2031

The Company has uploaded the information in respect of the unpaid / unclaimed dividend amounts lying with the Company, as on the date of the last meeting held on July, 23 2024 on the IEPF website www.iepf.gov.in and under "Investors Section" on the website of the Company viz., www.poonawallafincorp.com.

- d. Accordingly, all unpaid / unclaimed amounts in respect of dividends paid by the Company for the year ended March 31, 2018 must be transferred to the IEPF Authority. Shareholders are requested to encash the dividend before the due date of transfer i.e. September 07, 2025.
- e. The Members of the Company can encash the unpaid Dividend Warrants for the year ended March 31, 2018 or any subsequent year, before transfer to the IEPF Authority by writing a request to the Company Secretary, Poonawalla Fincorp Limited, "201 and 202, 02nd Floor, AP81, Koregaon Park Annex,

which remain unpaid/unclaimed over a period of 7 years will have to be transferred by the Company to Investor Education and Protection Fund authority ('IEPF Authority') of the Central Government.

- b. The Members are requested to note that pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are also required to be transferred to IEPF Authority. In this regard the Company has sent individual notices to the concerned shareholders for whom the dividend remains unclaimed and unpaid with the Company from FY 2017-18 onwards and also published notice in this regard in accordance with the IEPF Rules.

Mundhwa, Pune – 411036, Maharashtra or at secretarial@poonawallafincorp.com. No claim will be entertained thereafter by the Company.

- f. The Members are being informed that the Company has transferred 23,365 equity shares to the IEPF Authority in accordance with the applicable provisions. The Company has also transferred an amount of ₹609,579/- to IEPF being the unclaimed dividend for FY 2016-17.
- g. Once the unpaid/ unclaimed dividend or the shares are transferred to IEPF Authority, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for verification of the claim.

- h. The IEPF Rules and the application form (Form IEPF – 5), as prescribed by the MCA for claiming back of the shares/dividend, are available on the website of the Company www.poonawallafincorp.com at its weblink i.e. <https://www.poonawallafincorp.com/investor-info> as well as website of IEPF at www.iepf.gov.in.

25. Procedure for inspection of documents and Members queries

- a. Members seeking to inspect such documents can send an email to Company's investor email id mentioning their name, Folio No./ DP ID and Client ID and the documents that they seek to inspect, with a self-attested copy of their PAN card attached to the email id at secretarial@poonawallafincorp.com.
- b. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write

to the Company on or before Thursday, July 24, 2025 through email at secretarial@poonawallafincorp.com with their name, folio No./DP ID and Client ID. The same will be replied by the Company suitably.

- c. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act read with rules issued thereunder will be electronically available for inspection by the Members during the Meeting. Furthermore, all documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., July 29, 2025 and shall be available for inspection upon login at NSDL e-Voting system at www.evoting.nsdl.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 4

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and Regulation 24A of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, the Secretarial auditor needs to be appointed for a period of 5 (Five) consecutive years.

The Board of Directors, at its meeting held on April 25, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of SIUT & Co LLP, peer reviewed Practising Company Secretaries (Firm Registration No: L2021MH011500), as the Secretarial Auditors of the Company for a period of 5(five) consecutive years from FY 2025-2026 till and including FY 2029-2030 to undertake secretarial audit and issue the necessary secretarial audit report for the aforesaid period.

SIUT & Co LLP, Company Secretaries was the Secretarial Auditor of the Company for a period of two years from the financial year 2023-24 till the end of financial year 2024-25.

SIUT & Co LLP, Company Secretaries (SIUT) is a peer reviewed Practicing CS firm registered with the Institute of Company Secretaries of India (ICSI), providing services in diverse domains with partners having more than 3 (three) decades of experience in the field of Company Law and allied matters, Securities Laws, Foreign Exchange Management Laws, MSME, Insolvency and Bankruptcy law, Secretarial Audit, Due Diligence etc. Over the years,

SIUT & Co LLP has built a diverse client base and its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

SIUT & Co LLP meets the eligibility criteria as enumerated under Regulation 24A (1A) of the SEBI Listing Regulations. SIUT & Co LLP have given their consent to act as the Secretarial Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, SEBI Listing Regulations and guidelines issued by the Institute of Company Secretaries of India. The services to be rendered by SIUT & Co LLP as Secretarial Auditor is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees to be paid to SIUT & Co LLP for FY 2025-2026 shall be ₹3,00,000 (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred and for subsequent year(s) of their term with an annual increment of ten percent and as may be mutually agreed between the Board of Directors and the Secretarial Auditor. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor.

In addition to the secretarial audit, SIUT & Co LLP shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in this resolution.

Accordingly, your Board recommends passing of the resolution as set out under Item No.4 of the accompanying notice for approval of the members as an Ordinary Resolution.

ITEM No. 3

As an additional information, the Explanatory Statement contains material facts pertaining to ordinary business mentioned in Item No. 3 of the said Notice.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (“SS-2”) on General Meetings for re-appointment of the Director is given hereunder:

Name of Director	Mr. Sunil Samdani
DIN	10301175
Designation/Category of Directorship	Executive Director
Date of Birth (Age)	September 16, 1975 (49 years)
Date of first appointment on the Board	October 20,2023
Qualification	Chartered Accountant Executive Development Program from Indian School of Business (ISB), Hyderabad.
Brief Profile and Expertise in specific functional areas	Mr. Sunil Samdani is the Executive Director of the Company. He is a seasoned financial professional and a strategic thought leader with over two decades of rich experience in the BFSI sector. He has played a key role in building, transforming and growing businesses through high-impact financial and risk management strategy. In his last assignment, Mr. Sunil was the Executive President and Chief Financial Officer of Bandhan Bank. He was a part of the core team that helped set up Bandhan Bank, led the Bank's IPO, spearheaded the acquisition of GRUH Finance and executed the largest secondary equity sale in the banking space. Prior to his eight and half year stint at Bandhan, Mr. Samdani was Chief Financial Officer at Karvy Financial Services Limited, where he set up the treasury and finance functions for the NBFC and has also worked in senior roles in various financial institutions including banks and NBFCs. He is a member of the Institute of Chartered Accountant of India (ICAI) and holds Executive Development Program from Indian School of Business (ISB), Hyderabad.
Terms and conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Details of remuneration last drawn	Remuneration for FY 2024-25 is ₹4.93 Crores.
Details of remuneration sought to be paid	Remuneration as decided by the Board of Directors will be paid to Mr. Sunil Samdani in the capacity of Executive Director as approved by the Members of the Company. For details please refer to the Report on Corporate Governance.
*List of outside Directorships held in listed entities	Nil
Name of Listed entities from which the Director has resigned in the past three years	Nil
Chairman/Member of the Committee of the Board of Directors of other Companies in which he/is a Director (Board level committees)	1. Risk Management Committee 2. Assets Liability Management Committee 3. IT Strategy Committee 4. Stakeholders Relationship Committee 5. Corporate Social Responsibility Committee 6. Customer Service Committee 7. Review Committee 8. Managment Committee
Shareholding in the Company	
No. of shares held	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil
No. of Meetings of the Board attended during the financial year 2024-25 and till the date of the Notice	10/10 (during the financial year 2024-25) 1/1 (from April 01, 2025 till the date of Notice)
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None

*Includes Directorships in Listed entities (including debt listed).

The Board of Directors recommends the resolution set out in Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

Save and except Mr. Sunil Samdani and his relatives, to the extent of their shareholding interest, 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 Ordinary Resolution set out in Item No. 3 of the AGM Notice.

Registered Office:
201 and 202, 2ND Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411036,
Maharashtra.
Place: Mumbai
Date: April 25, 2025

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

**Sd/-
Shabnum Zaman
Company Secretary
ACS No.: 13918**