

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 April 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 April 25, 2025 ("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 April 25, 2025.



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 Friday, May 16, 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, May 09 2025 ("**Cut-off date**") and whose e-Mail IDs are registered with the Company/Depositories..
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, May 17, 2025 at 09:00 A. M. IST and remained open till 05:00 P. M. IST on Sunday, June 15, 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, May 09, 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, May 17, 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, June 15, 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, June, 15, 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, May 09, 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, May 09,2025	283,794
No. of Shareholders attended the meeting through Video Conferencing Promotor and Promotor Group: Public:	Not Applicable

Item No.1: Special Resolution–Approve an amendment in the ‘Employee Stock Option Plan – 2024 Scheme -II’ (ESOP 2024 Scheme II)’ to increase the number of stock options in the Plan Pool allocated under ESOP 2024 Scheme II from 2 Crores stock options to 3.25 Crores stock options.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	602	605156621	-	-	602	605156621	89.8711
Dissent	234	68203825	-	-	234	68203825	10.1289
Total	836	673360446	-	-	836	673360446	100.0000

Item No.2: Special Resolution– Extension of grant of employee stock options to the employee) of Holding and Subsidiary Company(ies) (if any in future) of the Company under “Employee Stock Option Plan-2024 -Scheme II” (ESOP 2024 SCHEME) as amended.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	596	581898441	-	-	596	581898441	89.4927
Dissent	235	68320296	-	-	235	68320296	10.5073
Total	831	650218737	-	-	831	650218737	100.0000

Based on the above results, resolution(s) no.1 and ,2 as contained in the the Postal Ballot Notice are deemed to have been passed on Sunday, June 15,2025 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,



Place: Kolkata
Date: June 16, 2025

GIRISH BHATIA
Company Secretary in Practice
Girish
(CS GIRISH BHATIA)
Practising Company Secretary
FCS: 3295 CP: 13792
UDIN: F003295G000602597
Peer Review No.2011/2022

GIRISH BHATIA
COMPANY SECRETARIES
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