

January 06, 2022

**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**

**Subject: Alteration in the Article of Association of the Company and approval of Postal Ballot Notice**

**Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).**

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors has approved the following amendment in Articles of Association (AoA) of the Company:

(a) Amending Chapter VII of the existing AOA of the Company to record the amendments pursuant to the Amended Shareholders Agreement dated 23 November 2021 (which was originally executed on 10 June 2021) entered into between the Company, Rising Sun Holdings Private Limited and the Existing Promoters of the Company;

(b) Deleting Chapter III of the AOA in relation to the rights and obligations under the Subscription and Policy Rights Agreement dated 24 June 2011 and Amendment Agreement dated 29 September 2014 ('SPRA') executed with International Finance Corporation ("IFC") pursuant to sale of entire stake of equity shares of the Company held by IFC. Consequently, SPRA was terminated as IFC has ceased to be a shareholder of the Company;

(c) Deleting Chapter VI of the AOA in relation to the rights and obligations under the Investment Agreement dated 30 March 2015 ("Investment Agreement") executed with LeapFrog Financial Inclusion India Holdings ("LeapFrog"), pursuant to sale of entire stake of equity shares of the Company held by LeapFrog. Consequently, Investment Agreement was terminated as LeapFrog has ceased to be a shareholder of the Company;

(d) Renumbering Chapter VII as Chapter II in the amended AOA

However, the alteration of the AoA is subject to the approval of the shareholders of the Company.

The Board has also approved the Postal Ballot Notice seeking approval of Members of the Company pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Incorporation Rules), 2014, Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended in respect of the following matters:

1. Approval for amendment to the Articles of Association of the Company.
2. To approve requests received from Mr. Sanjay Chamria, Mr. Mayank Poddar, Microfirm Capital Private Limited, Celica Developers Private Limited, Magma Consumer Finance Private Limited,

**Poonawalla Fincorp Limited**

(Formerly known as Magma Fincorp Limited)

**CIN:** L51504WB1978PLC031813

**Corporate Office:** 601, 6<sup>th</sup> Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808090

**Registered office:** Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350

**E:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters/ Promoter Group (collectively referred to as "Existing Promoter") for reclassification from "Promoters / Promoter Group" category to "Public" category.

This is for your information and record.

Thanking You.

Yours Faithfully,

**For Poonawalla Fincorp Limited**  
(Formerly, Magma Fincorp Limited)



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

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