

Date: February 09 , 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 (E).
Mumbai - 400 051

NSE Symbol: POONAWALLA

Dear Sir/Madam,

Subject: Disclosure of Voting Result of Postal Ballot through e-voting process in terms of Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

Pursuant to Regulations 30 and 44 of SEBI LODR, please find enclosed herewith the result of the Postal Ballot through e-voting process which was announced on 09 February, 2022 at the Registered Office of Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited) (hereinafter referred as 'the Company') w.r.t the following matters as set out in the Notice dated January 06, 2022:

1. Approval for amendment to the Articles of Association of the Company.
2. Approve requests received from Mr. Sanjay Chamria, Mr. Mayank Poddar, Microfirm Capital Private Limited, Celica Developers Private Limited, Magma Consumer Finance Private Limited, Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters/ Promoter Group for reclassification from "Promoters / Promoter Group" category to "Public" category.

Mr. Girish Bhatia, Practicing Company Secretary (CP No.13792), Scrutinizer appointed for conducting the Postal Ballot process has submitted his Report to the Company on 09 February 2022. Based on the report received from the Scrutinizer, the resolutions w.r.t the aforesaid matter has been declared as passed with requisite majority by means of Postal Ballot through e-voting process and shall be deemed to have been passed on 08 February 2022, the last date of e-voting.

A copy of the Scrutinizer's Report along with certified copy of Minutes of the proceedings and results of Postal Ballot is enclosed herewith for your information and record.

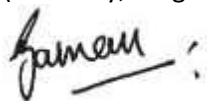
The Postal Ballot results are also being hosted on the Company's website www.poonawallafincorp.com.

This is for your information and record.

Thanking you.

Yours faithfully,

For Poonawalla Fincorp Limited
(Formerly, Magma Fincorp Limited)



Company Secretary

ACS No. 13918

Encl: As above

Poonawalla Fincorp Limited
(Formerly known as Magma Fincorp Limited)
CIN: L51504WB1978PLC031813

Corporate Office: 601, 6th 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

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 Chairman of
POONAWALLA FINCORP LIMITED
(Formerly MAGMA FINCORP LIMITED)
CIN – L51504WB1978PLC031813
“Development House”
24 Park Street
Kolkata – 700 016.



Dear Sir,

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

The Board of Directors of Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited) [hereinafter referred to as the “Company”] vide resolution by circulation on January 6, 2022, 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 circulated /stated in the Postal Ballot Notice dated January 6, 2022 (“Notice”).

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “Listing Regulations”), the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India read with the Circulars issued by the Ministry of Corporate Affairs in this regard, and any amendments thereto, 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 prevailing pandemic situation and to obviate difficulties faced by 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 General Circulars No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and the General Circular No.10/2021 dated June 23, 2021 and MCA Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (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 Resolutions proposed in the Notice of Postal Ballot of the Company dated January 6, 2022.

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. M/s. Niche Technologies Private Limited is the Registrar and Transfer Agent (RTA) of the Company.
2. The Company on January 8, 2022 completed sending of Postal Ballot Notice and Explanatory Statement to its Members by e-Mail whose name(s) appeared on the Register of Members as on December 31, 2021 and whose e-Mail IDs are registered with the Company through NSDL.
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 **Monday, January 10, 2022 at 9:00 A. M. IST and remained open till 5:00 P. M. IST on Tuesday, February 8, 2022** 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, December 31, 2021** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated January 6, 2022.
5. The requisite Public Advertisement with respect to despatch 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 "Aajkaal" (in Bengali language) on **Sunday, January 9, 2022**.
6. Particulars of all the votes cast by electronic means have been entered in a register separately maintained for the purpose.
7. The votes casted by e-Voting were duly unblocked in the presence of 2 (two) witnesses. Votes cast by e-Voting were matched with the Register of Members of the Company / list of beneficiaries and checked. The votes downloaded from the e-Voting system were collated on **Tuesday, February 8, 2022 after 5:30 P. M.**
8. All votes cast through e-Voting upto 5:00 P.M. on Tuesday, February 8, 2022, 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 RTA with respect to number of shares held on Friday, December 31, 2021, and authentication, wherever required, lodged for the purpose.
9. In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'promoters / promoter group' category to 'public', inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Existing Promoters and persons related to the Existing Promoters seeking reclassification from promoters / promoter group category to public will not vote to approve the resolution. Hence for calculation of total voting, such promoters seeking reclassification have not been considered in Resolution no. 2.



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

Total number of shareholders on Cut-off Date i.e., 31 st December, 2021	121541
No. of Shareholders attended the meeting through Video Conferencing Promoter and Promoter Group: Public:	Not Applicable

Item No.1:**Special Resolution** - Approval for amendment to the Articles of Association of the Company.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	476	592036602	N. A.	N. A.	476	592036602	99.998
Dissent	18	9026	N. A.	N. A.	18	9026	0.002
Total	494	592045628	N. A.	N. A.	494	592045628	100.000

Item No.2:**Ordinary Resolution** -To approve requests received from Mr. Sanjay Chamria, Mr. Mayank Poddar, Microfirm Capital Private Limited, Celica Developers Private Limited, Magma Consumer Finance Private Limited, Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters / Promoter Group for reclassification from "Promoters / Promoter Group" category to "Public" category.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	462	540566239	N. A.	N. A.	462	540566239	99.998
Dissent	25	12661	N. A.	N. A.	25	12661	0.002
Total	487	540578900	N. A.	N. A.	487	540578900	100.000

10. Submit herewith my consolidated Scrutinizer's Report on the results of voting through e-Voting as under:

Resolution No.1:	Approval for amendment to the Articles of Association of the Company.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)={2}/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	e-Voting	521871721	521871721	100.000	521871721	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	94617624	69251415	73.191	69251415	0	100.000	0.000



	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	148142336	922492	0.623	913466	9026	99.022	0.978
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Total		764631681	592045628	77.429	592036602	9026	99.998	0.002

Resolution No.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, Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters / Promoter Group for reclassification from “Promoters / Promoter Group” category to “Public” category.						
Resolution Required (Ordinary / Special)		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the agenda or resolution?		Yes(Existing Promoters seeking reclassification from promoters / promoter group category to public are interested)						
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group (*)	e-Voting	521871721	470405352	90.138	470405352	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	94617624	69251415	73.191	69251415	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	148142336	922133	0.622	909472	12661	98.627	1.373
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Total		764631681	540578900	70.698	540566239	12661	99.998	0.002

(*) Excluding existing Promoters seeking reclassification from promoters/promoter group category to public

Based on the aforesaid results, the Special and Ordinary Resolution as contained in the Notice dated January 6, 2022 have been passed with the requisite majority and shall be deemed to have been passed on February 8, 2022, the last date of e-Voting.



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

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

Girish

(CS GIRISH BHATIA)

Practising Company Secretary

FCS: 3295 CP: 13792

UDIN: F003295C002485335

Place: Kolkata

Date: 09/02/2022

Girish
GIRISH BHATIA
COMPANY SECRETARIES
Flat No. 5B, Shubham Apartment
19-B, Alipore Road
Kolkata-700 027
C.P. No.- 13792



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

We the undersigned, have witnessed that the votes cast in respect of resolutions mentioned in the Notice of Postal Ballot dated January 6, 2022, of Poonawalla Fincorp Limited (Formerly Poonawalla Fincorp Limited) [the Company] through e-Voting were unblocked by the scrutinizer Mr. Girish Bhatia, from NSDL's e-Voting website www.evoting.nsdl.com in our presence on February 8, 2022, at around 5.30 P.M. (IST) at 19-B, Alipore Road, Shubham Apartment, Flat No.5B, Kolkata – 700 027. We are not in employment of the Company.

Mr. Sumit Agarwal
Flat No.5A, Shubham Apartment
19-B, Alipore Road
Kolkata – 700 027.

Sumit Agarwal

Ms. Vishakha Agarwal
Flat No.5A, Shubham Apartment
19-B, Alipore Road
Kolkata – 700 027.

Vishakha Agarwal

Girish
GIRISH BHATIA
COMPANY SECRETARIES
Flat No. 5B, Shubham Apartment
19-B, Alipore Road
Kolkata-700 027
C.P No.- 13792



For Poonawalla Fincorp Limited

[Signature]

Director

DIN - 07425556

The brief analysis of the results of the voting through e-voting are as under:

Particulars	Special Resolution 1 and 2
Date of announcement of postal ballot results through e-voting	09 February 2022
Date of Notice of Postal Ballot	06 January 2022
Record date for reckoning voting rights	31 December 2021
Total no. of shareholders on record date (Cut-off date i.e December 31, 2021)	121541
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

Resolution No.1:			Approval for amendment to the Articles of Association of the Company.					
Resolution Required (Ordinary / Special)			Special Resolution					
Whether Promoter/Promoter group are interested in the agenda or resolution?			No					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2)* 100
Promoter & Promoter Group	e-Voting	521871721	521871721	100.000	521871721	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	94617624	69251415	73.191	69251415	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	148142336	922492	0.623	913466	9026	99.022	0.978
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Total		764631681	592045628	77.429	592036602	9026	99.998	0.002



Resolution No.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, Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters/ Promoter Group for reclassification from "Promoters / Promoter Group" category to "Public" category.					
Resolution Required (Ordinary / Special)			Ordinary Resolution					
Whether Promoter/Promoter group are interested in the agenda or resolution?			Yes(Existing Promoters seeking reclassification from promoters / promoter group category to public are interested)					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group (*)	e-Voting	521871721	470405352	90.138	470405352	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	94617624	69251415	73.191	69251415	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	148142336	922133	0.622	909472	12661	98.627	1.373
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Total		764631681	540578900	70.698	540566239	12661	99.998	0.002

(*) Excluding existing Promoters seeking reclassification from promoters/promoter group category to public

All above resolutions as set out in the Notice dated January 06, 2022 have been passed with requisite majority and shall be deemed to have been passed on 08 February, 2022, the last date of e-voting.

for Poonawalla Fincorp Limited
(Formerly, Magma Fincorp Limited)

Amar Deshpande
Director
DIN: 07425556

Place: Pune
Date: 09.02.2022

CERTIFIED TRUE COPY OF MINUTES OF THE PROCEEDINGS NO. 5/2021-22 HELD ON WEDNESDAY, THE 09 FEBRUARY 2022 AT 5:00 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED (FORMERLY, MAGMA FINCORP LIMITED) ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEREUNDER ON THE ORDINARY AND SPECIAL RESOLUTIONS UNDER VARIOUS SECTIONS OF THE COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS SET OUT IN THE NOTICE DATED 06 JANUARY 2022

The Board of Directors of the Company by Resolution passed by Circulation on 06 January 2022 accorded approval for the proposal to conduct Postal Ballot by e-Voting procedure pursuant to 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 8 April, 2020, the General Circular No. 17/2020 dated 13 April, 2020, the General Circular No. 22/2020 dated 15 June, 2020, the General Circular No. 33/2020 dated 28 September, 2020 and the General Circular No. 39/2020 dated 31 December, 2020 and the General Circular No. 10/2021 dated June 23, 2021 and MCA Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("Listing Regulations"). The notice was sent to members on 08 January, 2022.

As provided in Rule 22 as well as sub-rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company on January 9, 2022, informing that the Notices along-with the explanatory statement and e-voting information, were emailed to all those members who have registered their email ID(s) with the Company/Depositories.

Further, the Board of Directors had appointed Mr. Girish Bhatia, Practicing Company Secretary (CP No. 13792), as scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner.

The Company had engaged the services of National Securities and Depository Limited ('E-voting Agency/NSDL') for providing e-voting facility to all the Members of the Company on the cut off date, in terms of the provisions of Section 110, 108 and other applicable provisions of the Act, MCA Circulars, and Regulation 44 of the Listing Regulations. The e-voting period had started at 9.00 a.m. IST on Monday, 10 January 2022, and was kept open till 5.00 p.m. on Tuesday 08 February, 2022.

Only those Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 31 December, 2021 were entitled to cast their votes by e-voting.

Accordingly, on closure of the e-voting period, Mr. Girish Bhatia, Scrutinizer, on the basis of data on e-voting and related documents furnished by NSDL, relating to the postal ballot, submitted his report dated 09 February, 2022 to the Company on 09 February 2022.

Poonawalla Fincorp Limited

(Formerly known as Magma Fincorp Limited)

CIN: L51504WB1978PLC031813

Corporate Office: 601, 6th 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

SPECIAL RESOLUTION:

1) Approval for amendment to the Articles of Association of the Company.

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force, the consent of the members be and is hereby accorded to amend the existing Articles of Association (AOA) of the Company to incorporate changes pursuant to the Amended Shareholders Agreement dated 23rd November, 2021, termination of the Investment Agreement dated 30 March 2015 and Subscription and Policy Rights Agreement dated 24th June, 2021 and Amendment Agreement dated 29 September 2014 and accordingly renumbering the remaining Chapters of the AOA.

RESOLVED FURTHER THAT any of the Directors, the Chief Compliance Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for the effective implementation of the above resolution including, filing of necessary applications, forms, returns, documents with the Registrar of Companies and all other regulatory or statutory authorities, as may be required and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Director(s) or the Chief Compliance Officer or the Company Secretary of the Company to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ORDINARY RESOLUTION:

2) Approve requests received from Mr. Sanjay Chamria, Mr. Mayank Poddar, Microfirm Capital Private Limited, Celica Developers Private Limited, Magma Consumer Finance Private Limited, Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters/ Promoter Group for reclassification from “Promoters / Promoter Group” category to “Public” category.

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or re-enactments thereof, for the time being in force and other relevant provisions, and subject to necessary approval from BSE Limited, National Stock Exchange of India Limited (hereinafter referred to as Stock Exchanges), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as ‘Existing Promoters’ or ‘Original Promoters’) from “Promoters / Promoter Group” category to “Public” category.

Name of the Existing Promoters	No. of Equity Shares held (Face value of Rs. 2/- each) as on 23 November 2021	Percentage of shareholding (%)
Sanjay Chamria	17,857,143	2.336%
Mayank Poddar	17,857,143	2.336%
Microfirm Capital Private Limited	6,725,192	0.880%
Celica Developers Private Limited	6,725,191	0.880%

Poonawalla Fincorp Limited
(Formerly known as Magma Fincorp Limited)
CIN: L51504WB1978PLC031813

Corporate Office: 601, 6th 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

Magma Consumer Finance Private Limited	1,820,120	0.238%
Kalpana Poddar	55,080	0.007%
Mansi Poddar	285,000	0.037%
Shaili Poddar	125,000	0.016%
Ashita Poddar	16,500	0.002%
TOTAL	51,466,369	6.732

RESOLVED FURTHER THAT in supersession of any resolutions/agreements/contracts/arrangements etc, special rights of the Existing Promoters, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, shall stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above Existing Promoters confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that from the date of such reclassification, shall continue to comply with the conditions mentioned Regulation 31A of Listing Regulations post reclassification from “Promoters / Promoter Group” to “Public”.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the above Existing Promoters , the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors, the Chief Compliance Officer and the Company Secretary of the Company, be and are severally hereby authorized, to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/fillings to stock exchange(s), seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

RESULTS

The Report submitted by the Scrutinizer was taken on record and the Director announced the results of the postal ballot through e-voting and the same appears as Addendum to the Minutes.

Based on the Scrutinizer's Report, the Director thereafter stated that the Ordinary and the Special Resolutions as set out in the Notice dated 06 January, 2022 was passed under the Postal Ballot by e-voting with requisite majority and shall be deemed to have been passed on 08 February , 2022 , the last date of e-voting.

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



**Shabnum Zaman
Company Secretary**

Poonawalla Fincorp Limited
(Formerly known as Magma Fincorp Limited)

CIN: L51504WB1978PLC031813

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

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ADDENDUM TO THE MINUTES OF THE PROCEEDINGS NO. 5/2021-22 HELD ON TUESDAY, THE 09 FEBRUARY 2022 AT 5:00 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED (FORMERLY, MAGMA FINCORP LIMITED) ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING ON THE ORDINARY AND SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE DATED 06 JANUARY 2022.

Declaration of Results of Postal Ballot through e-voting using the Platform provided by NSDL

As per the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Postal Ballot Notice dated 06 January 2022. The remote e-voting opened on 10 January, 2022 (9:00 A.M. IST) and closed on 08 February, 2022(5:00 P.M. IST).

Mr. Girish Bhatia, Practicing Company Secretary (CP No. 13792), Kolkata the Scrutinizer has carried out the scrutiny of all the electronic votes received up to the end of remote e-voting period and has also carried out the scrutiny of all the votes received by e-voting using the Platform provided by NSDL till the conclusion of voting period.

The result of the remote e-voting (EVEN: 119077) using the Platform provided by NSDL as per the Scrutinizers' Report dated 09 February, 2022 is as follows:-

Summary of votes casted as follows:

Item No.1:

Ordinary Resolution - Approval for amendment to the Articles of Association of the Company.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	476	592036602	N. A.	N. A.	476	592036602	99.998
Dissent	18	9026	N. A.	N. A.	18	9026	0.002
Total	494	592045628	N. A.	N. A.	494	592045628	100.000

Item No.2:

Ordinary Resolution - To approve requests received from Mr. Sanjay Chamria, Mr. Mayank Poddar, Microfirm Capital Private Limited, Celica Developers Private Limited, Magma Consumer Finance Private Limited, Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters / Promoter Group for reclassification from "Promoters / Promoter Group" category to "Public" category.

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Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	462	540566239	N. A.	N. A.	462	540566239	99.998
Dissent	25	12661	N. A.	N. A.	25	12661	0.002
Total	487	540578900	N. A.	N. A.	487	540578900	100.000

The brief analysis of the results of the voting through e-voting are as under:

Particulars	Special Resolution 1 and 2
Date of announcement of postal ballot results through e-voting	09 February 2022
Date of Notice of Postal Ballot	06 January 2022
Record date for reckoning voting rights	31 December 2021
Total no. of shareholders on record date (Cut-off date i.e December 31, 2021)	121541
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

Resolution No.1:		Approval for amendment to the Articles of Association of the Company.						
Resolution Required (Ordinary / Special)		Special Resolution						
Whether Promoter/Promoter group are interested in the agenda or resolution?		No						
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2)* 100
Promoter & Promoter Group	e-Voting	521871721	521871721	100.000	521871721	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

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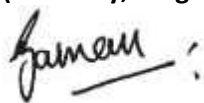
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Public Institutions –	e-Voting	94617624	69251415	73.191	69251415	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	148142336	922492	0.623	913466	9026	99.022	0.978
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Total		764631681	592045628	77.429	592036602	9026	99.998	0.002

Resolution No.2:		Approve requests received from Mr. Sanjay Chamria, Mr. Mayank Poddar, Microfirm Capital Private Limited, Celica Developers Private Limited, Magma Consumer Finance Private Limited, Ms. Kalpana Poddar, Ms. Mansi Poddar, Ms. Shaili Poddar and Ms. Ashita Poddar, Persons belonging to Promoters/ Promoter Group for reclassification from “Promoters / Promoter Group” category to “Public” category.						
Resolution Required (Ordinary / Special)		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the agenda or resolution?		Yes(Existing Promoters seeking reclassification from promoters / promoter group category to public are interested)						
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)* 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	e-Voting	521871721	470405352	90.138	470405352	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public Institutions –	e-Voting	94617624	69251415	73.191	69251415	0	100.000	0.000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	148142336	922133	0.622	909472	12661	98.627	1.373
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Total		764631681	540578900	70.698	540566239	12661	99.998	0.002

(*) Excluding existing Promoters seeking reclassification from promoters/promoter group category to public

**For Poonawalla Fincorp Limited
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Company Secretary**

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