

December 18, 2024

The Manager, Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400051  
**Symbol: POONAWALLA**

The Secretary, Listing Department  
**BSE Limited**  
25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001  
**Company Code: 524000**

Dear Sir/ Madam,

**Reference: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).**

**Subject: Notice of Extraordinary General Meeting(“EOGM”) of the Equity Shareholders of the Company**

Dear Sir / Madam,

In continuation to our intimation dated December 18, 2024, please find enclosed the EOGM Notice dated December 18, 2024 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 seeking the consent of the shareholders on the matters set out in the notice, which is being sent through electronic mode to members of the Company whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on Friday, December 13, 2024.

The notice of EOGM is also available on Company’s website [www.poonawallafincorp.com](http://www.poonawallafincorp.com). The cut-off date for remote e-voting is Thursday, January 02, 2025. The remote e-voting shall commence on Sunday, January 05, 2025 at 09:00 a.m. and ends on Wednesday, January 08, 2025 at 05:00 p.m.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,  
**For Poonawalla Fincorp Limited**

**Shabnum Zaman**  
**Company Secretary**  
**ACS 13918**  
Encl: As above.

**Poonawalla Fincorp Limited**

**CIN: L51504PN1978PLC209007**

**Registered Office:** 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036

**T:** +91 20 67808090 | **E:** [secretarial@poonawallafincorp.com](mailto:secretarial@poonawallafincorp.com) | **W:** [www.poonawallafincorp.com](http://www.poonawallafincorp.com)

**POONAWALLA FINCORP LIMITED****Registered office:** 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra**Phone:** 020 6780 8090 **CIN:** L51504PN1978PLC209007**Website:** www.poonawallafincorp.com **Email:** secretarial@poonawallafincorp.com**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

*(Pursuant to Sections 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended)*

<b>REMOTE E-VOTING STARTS ON</b>	<b>REMOTE E-VOTING ENDS ON</b>
<b>Sunday, January 05, 2025 at 09:00 a.m. (IST)</b>	<b>Wednesday, January 08, 2025 at 05:00 p.m. (IST)</b>

**Dear Members,**

**Notice** is hereby given that the **Extraordinary General Meeting ('EOGM/Meeting')** of the Members of Poonawalla Fincorp Limited (hereinafter referred to as 'Company'/ 'the Company') will be held on Thursday, January 09, 2025 at 10:30 A.M. Indian Standard Time ('IST') through Video Conferencing ('VC')/ Other Audio - Visual Means ('OAVM') to transact the following businesses.

**SPECIAL BUSINESS(ES):**

- 1. Appointment of Mr. Rajeev Sardana (DIN:06648276) as Non-Executive Independent Director of the Company for a period of 3 years.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Director s) Rules, 2014 as well as other Rules made thereunder, Regulations 16, 17 and 25 and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), RBI NBFC (Scale Based Regulation) Directions, 2023 and other relevant circulars issued by the Reserve Bank of India in this regard from time to time and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rajeev Sardana (DIN:06648276), who was appointed as an additional director of the Company, with effect from December 18, 2024 and holds office as such up to the date of ensuing general meeting of the Company or for a period of three months from the date of appointment, whichever is earlier and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment and for whom the Company has received notice under Section 160(1) of the Act, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, not liable to retire by rotation, for a period of 3 (Three) years, with effect from December 18, 2024 till December 17, 2027 (both dates inclusive) and on such terms and conditions including remuneration which will be governed by the Company’s Remuneration Policy as stated in the explanatory statement hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

**2. Re-appointment of Mr. Sanjay Kumar (DIN: 09466542), Independent Director of the Company for second term of 3 (three) years.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (the “Act”), Regulations 16, 17 and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), RBI NBFC (Scale Based Regulation) Directions, 2023 and other relevant circular issued by the Reserve Bank of India in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sanjay Kumar (DIN: 09466542) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and Regulation 16(1)(b) of the SEBI Listing Regulations who is eligible for re-appointment and for whom the Company has received notice under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 3 (Three) years effective from January 15, 2025 till January 14, 2028 (both dates inclusive) and on such terms and conditions including remuneration which will be governed by the Company’s Remuneration Policy as stated in the explanatory statement hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

**3. Increase in the Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 50,000 Crores.**

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company on June 17, 2014 through Postal Ballot dated May 08, 2014 and pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow, from time to time, such sum or sums of moneys for and on behalf of the Company, in Indian Rupees and/or in any foreign currency including borrowings made through debentures, notes, bonds or any other debt security issued/ to be issued by the Company in the domestic or international markets, or to secure loans/credit facilities (Fund Based and non-fund based) availed/to be availed by the Company from any person, or the funds borrowed through external commercial borrowings or through such other instruments or transactions, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/ or to be obtained from the Company’s bankers in the ordinary course of business, may exceed, at any time, the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed by the Company and outstanding at any point of time, shall not exceed Rs. 50,000 Crores.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee thereof) be and are hereby empowered and authorized to arrange and finalise the terms and conditions of all such monies to be borrowed from time to time, to sign and execute such debenture/security deeds, deeds of mortgage, charge, pledge, hypothecation and such others papers, deeds and documents as they may, in their absolute discretion, deem fit and proper.”

**4. Creation of Charges on the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future, in respect of borrowings.**

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company on June 17, 2014 through Postal Ballot dated May 08, 2014 and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ( the “Act”) and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) of the Company to create such mortgages, hypothecations and/or charges in addition to the existing mortgages/charges/hypothecations created/to be created by the Company in such form and

manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company wherever situated, present and future, whether presently belonging to the Company or not, including any enhancement therein, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) etc. (hereinafter referred to as “person”) for the purpose of securing the borrowings made by the Company and outstanding at any point of time, within the aggregate borrowing limits as approved by the shareholders pursuant to section 180(1)(c) of the Act, including for securing the borrowings made through debentures, notes, bonds or any other debt security issued/ to be issued by the Company in the domestic or international markets, or to secure loans/credit facilities (Fund Based and non-fund based) availed/to be availed by the Company from any person, or for securing the funds borrowed through external commercial borrowings or through such other instruments or transactions together with interest at the respective agreed rates, additional interest, compound interest, in the case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration to the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Head(s) of Agreement(s), Debenture(s), Trust Deed(s) or any other document(s), entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as maybe stipulated in that behalf and agreed to between the Board of Directors or any Committee thereof and the Lender(s) / Agent(s) / Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

**Registered Office:**

201 and 202, 2nd Floor, AP81,  
Koregaon Park Annex,  
Mundhwa, Pune – 411 036  
Maharashtra

Date: December 18, 2024  
Place: Pune

By order of the Board of Directors,

**For Poonawalla Fincorp Limited**

**Shabnum Zaman**  
**Company Secretary**  
ACS No.: 13918



**Notes for Members' Attention:****Virtual Meeting:**

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 General Circular No. 11/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (together "MCA Circulars") allowed, *inter-alia*, conduct of Extraordinary General Meeting through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025. The Securities and Exchange Board of India ("SEBI") also vide its SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ,SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (together "SEBI Circulars") 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, the EOGM of the Company is being conducted through VC/ OAVM facility.
2. 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"), Secretarial Standard-2 ("SS-2") on General Meetings 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:
  - (a) voting through remote e-voting;
  - (b) participation in the EOGM through VC/ OAVM facility;
  - (c) e-voting during the EOGM.

The procedure for participating in the meeting through VC/OAVM is explained at Note No. 20.

3. The deemed venue for the EOGM shall be the Registered Office i.e 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra, India of the Company.
4. 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 EOGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. In pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the EOGM through VC/ OAVM facility and e-Voting during the EOGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [girishbhatia1956@gmail.com](mailto:girishbhatia1956@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. Attendance of the members participating in the EOGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
8. 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.
9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/Registrar and Share Transfer Agent ("RTA").
10. Members may note that the EOGM Notice will also be available on the Company's website [www.poonawallafincorp.com](http://www.poonawallafincorp.com) at weblink i.e. <https://poonawallafincorp.com/pfca/assets/pdf/PFL-EOGM-Notice-dated-December-18-2024.pdf> and websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

12. 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@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
13. 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 EOGM :**

14. 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 EOGM.
15. The remote e-Voting period begins on Sunday, January 05, 2025 at 09:00 A.M. (IST) and ends on Wednesday, January 08, 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 as on the cut-off date i.e., Thursday, January 02, 2025 may cast their vote electronically.
16. The voting right of member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Thursday, January 02, 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 EOGM for information purpose only.
17. The facility for voting through e-voting system shall also be made available during the EOGM. Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EOGM. Members who have voted through remote e-voting shall be eligible to attend the EOGM, however, they shall not be eligible to vote at the EOGM. 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/>
18. 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.
19. 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](http://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. Thursday, January 09, 2025, subject to receipt of the requisite number of votes in favour of the Resolutions.

**20. 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " 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.

2. 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>

3. 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.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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 132446 then user ID is 132446001***

**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.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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](mailto:girishbhatia1956@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 16, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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](http://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 16, 2024 may follow steps mentioned in the Notice of the EOGM 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](http://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](http://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](mailto: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 e mail 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](mailto: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](mailto: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](mailto: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 EOGM:**

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM shall be the same person mentioned for Remote e-Voting.

**Procedure to join the EOGM on NSDL e-voting system:**

1. Member will be provided with a facility to attend the EOGM 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 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 EOGM 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](mailto:secretarial@poonawallafincorp.com) between Saturday, December 28, 2024 (09:00 a.m. IST) and Monday, December 30, 2024 (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 EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.
6. Members who need assistance before or during the EOGM, can contact to Ms. Pallavi Mhatre, Senior Manager – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000.

**21. 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 vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal (‘ODR Portal’) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

- c. For members who hold shares in physical form, the Securities and Exchange Board of India (“SEBI”), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent (“RTA”), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to all members.

Further, kindly note that if a Shareholder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the Shareholder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

Members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI Circulars along with the supporting documents, wherever required, to our RTA, **Link Intime India Pvt. Ltd.** for immediate action. A copy of such forms can be downloaded from the website of the Company at [www.poonawallafincorp.com](http://www.poonawallafincorp.com) or from the website of our RTA at <https://www.linkintime.co.in> → Resources → Downloads → KYC → Formats for KYC.

**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.**

- d. The Company has entered into necessary arrangement 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 link : [https://liiplweb.linkintime.co.in/rnthelpdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html)

Pursuant to the amendment to the SEBI Listing Regulations on January 24, 2022, the Company shall (i) effect issuance of certificates in dematerialised form only, for any requests received for subdivision, split, consolidation, renewal, exchanges, endorsements or issuance of duplicate certificates; and (ii) execute requests for transmission and transposition of securities, held in physical or dematerialised form, in dematerialised form only.

- e. Process for dematerialisation of shares is available at the website of the Company at weblink i.e. <https://poonawallafincorp.com/investor-info.php>
- f. Brief profile and other information about the Director proposed to be appointed/re-appointed as required under Regulation 36(3) 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.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item No 1:**

The Board of Directors ('Board') of the Company, on the recommendation of the Nomination and Remuneration Committee ('NRC') on December 18, 2024, approved the appointment of Mr. Rajeev Sardana (DIN:06648276) as an additional director in the capacity of Non-Executive Independent Director to hold office as such up to the date of ensuing general meeting of the Company or for a period of three months from the date of appointment, whichever is earlier.

Now, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the regularization of appointment of Mr. Rajeev Sardana as Non-executive Independent Director for a term of 3 (Three) years from December 18, 2024 till December 17, 2027 (both dates inclusive) subject to the approval of the Members of the Company by way of a special resolution.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ('the Act') from a Member proposing the candidature of Mr. Rajeev Sardana for appointment as a Non-Executive Independent Director of the Company. Mr. Rajeev Sardana has given his consent to be appointed as such and also the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Act and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19,2023, as amended. Besides, he has also provided a confirmation under Section 149(7) of the Act that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and he is independent of the management. Further, he is also in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Rajeev Sardana has also confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Rajeev Sardana has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Also, pursuant to the Master Direction on Treatment of Wilful Defaulters and Large Defaulters, Mr. Sardana is not a wilful defaulter/ or been on the list of wilful defaulter and that he has not been on any other RBI default/sanction list as well.

The brief profile and specific areas of expertise: Mr. Rajeev Sardana is a Bachelor of Commerce (Honors) from Shriram College of Commerce, University of Delhi and a Member of Institute of Chartered Accountants of India. Mr. Rajeev Sardana has over 38 years of diverse experience and expertise in Finance, accountancy, audit, consumer behavior, sales & marketing, risk management, legal compliance and strategic thinking and he has also experience in sectors like Housing Finance and Real Estate. Mr. Sardana is currently advising a unified lending services company for HFCs (Greenfinch Global Consulting) - one of India's leading affordable housing finance company primarily serving the low-income and middle-income groups. He is also serving as a Non-Executive Director of HDFC Sales Private Limited. Mr. Rajeev Sardana was a Member of Executive Management of Housing Development Finance Corporation Limited and was heading the Self-Employed Business and Loan against Property of the Corporation. In addition, he was the Regional Business Head for Hyderabad, Chennai & Coimbatore. He was associated with HDFC since 1986 till June 2023 and was also involved in the development of products and policies for retail mortgage loans. He also served as a Consultant with HDFC Bank (July 2023 – June 2024). He was involved in consultancy assignments undertaken by HDFC in various countries.

The NRC evaluated his skills, experience and knowledge he will bring to the Board and recommended appointment of Mr. Rajeev Sardana as a Non - Executive Independent Director of the Company. In the opinion of the Board, Mr. Rajeev Sardana is independent of the management of the Company and fulfils the conditions specified in the Act and SEBI Listing Regulations, for appointment as a Non-Executive Independent Director. Accordingly, the Board are of the view that Mr. Rajeev Sardana possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director.

As an Independent Director, Mr. Rajeev Sardana shall be entitled to remuneration in the form of commission and sitting fees for attending Board & Committee meeting(s) and reimbursement of expenses, if any, for participation in the Board and other meetings which shall be governed by Company's Remuneration Policy as may be amended from time to time.

The copy of terms and conditions of appointment of Mr. Rajeev Sardana as a Non-Executive Independent Director would be made available for inspection by the Members, at the Registered Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at [www.poonawallafincorp.com](http://www.poonawallafincorp.com) till the last date of e-voting by the Shareholders.

Mr. Rajeev Sardana is said to be concerned or interested in the proposed resolution as it relates to his own appointment. Other than him, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution, set out at Item No. 1 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board of Directors recommends the resolution set out in Item No. 1 of the Notice to the Members for their consideration and approval, by way of a **Special Resolution**.

### **Item no. 2**

In accordance with the applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the Articles of Association of the Company, the Members of the Company at an Extra-Ordinary General Meeting held on April 14, 2022, approved the appointment of Mr. Sanjay Kumar (DIN: 09466542) as an Independent Director on the Board of the Company to hold office for a period of 3 (Three ) years commencing from January 15, 2022 till January 14, 2025 (both dates inclusive).

The Nomination and Remuneration Committee (“NRC”) of the Board of the Company, at its meeting held on December 18, 2024, had recommended to the Board, the re-appointment of Mr. Sanjay Kumar as an Independent Director, not liable to retire by rotation, for second term of 3 (Three) years commencing from January 15, 2025 to January 14, 2028 (both dates inclusive).

The NRC, while recommending the re-appointment of Mr. Sanjay Kumar, considered various factors, viz., his knowledge & experience; his specific skills helping the Board and the Company in attaining its objectives; outcome of performance evaluation; his participation in the Board/ Committee deliberations; summary of his performance evaluation; time devoted by him; the number of Board, Committee and General Meetings attended by him; specialized skills and expertise and his independent judgment in the opinion of the entire Board.

The brief profile and specific areas of expertise: Mr. Sanjay Kumar (aged 64 years) holds a degree in Master of Arts in Economics from Lucknow University and Bachelor of Commerce. He has 38 years of rich experience in critical areas of Banking – Branch Banking, Credit Administration, International Operations, HRD & Training, Corporate Planning, Economic Research & Intelligence, and AML & Regulatory Compliances. Mr. Sanjay Kumar certified Anti-Money Laundering Specialist with excellent exposure to handling Group Compliance portfolio of the second largest Bank in India viz. Bank of Baroda. Headed the Compliance Function in Bank of Baroda as the Chief Group Compliance Officer, followed by as an Advisor. Also headed Hong Kong operations of Bank of Baroda for over 2 years and worked as CFO of Bank of Baroda (for 1 year). He has wide experience in dealing with Indian Regulators, mainly RBI, and overseas Regulators.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, proposing the candidature of Mr. Sanjay Kumar for re-appointment as an Independent Director of the Company. Mr. Sanjay Kumar has given his consent to be re-appointed as such and also the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Act and satisfies the criteria of ‘fit and proper’ as prescribed by the Reserve Bank of India vide Master Direction No. DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19,2023, as amended. Besides, he has also provided a confirmation under Section 149(7) of the Act that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of SEBI Listing Regulations and he is independent of the management. The Board has established the veracity of the said declaration and based on the declaration submitted, the Board has opined that Mr. Sanjay Kumar fulfils the conditions specified in the Act, the Rules made thereunder and Regulation 16 of the SEBI Listing Regulations, for re-appointment as an Independent Director and is independent of the Management of the Company.

Mr. Sanjay Kumar has also confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Sanjay Kumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

As an Independent Director, Mr. Sanjay Kumar shall be entitled to remuneration in the form of commission and sitting fees for attending Board & Committee meeting(s) and reimbursement of expenses, if any, for participation in the Board and other meetings which shall be governed by Company’s Remuneration Policy as may be amended from time to time.

The Board considers that re-appointment of an eminent professional like Mr. Sanjay Kumar would immensely benefit the Company and therefore, recommends obtaining approval of the Members as a Special Resolution for re-appointment of Mr. Sanjay Kumar as an Independent Director of the Company.

The copy of terms and conditions of re-appointment of Mr. Sanjay Kumar as an Independent Director would be made available for inspection by the Members, at the Registered Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at [www.poonawallafincorp.com](http://www.poonawallafincorp.com) till the last date of e-voting by the Members.

Mr. Sanjay Kumar is said to be concerned or interested in the proposed resolution as it relates to his own re-appointment. Other than him, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution, set out at Item No. 2 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board of Directors recommends the resolution set out in Item No. 2 of the Notice to the Members for their consideration and approval, by way of a **Special Resolution**.

**Item no. 3:**

As per the provisions of section 180(1)(c) of the Companies Act, 2013 (the "Act") as amended, the Board of Directors of the Company can exercise the power to borrow money(ies) in excess of aggregate of its paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), only with the consent of the Company by a Special Resolution.

On June 17, 2014 through Postal Ballot dated May 08, 2014 shareholders had accorded their consent to the Board of Directors to borrow funds to the extent of Rs. 25000 Crores in excess of the paid up capital and free reserves of the Company.

The Company is a Non-Banking Financial Company and is primarily engaged in the business of financing. For the purpose of onward lending to its customers, repay the existing loans, debt of the Company, maintenance of liquidity coverage ratio and meeting its working capital requirements, it is required to borrow funds through various sources including issue of non-convertible debentures ("NCDs"), bank borrowing, External Commercial borrowings (ECB), availing term loans, cash credit, etc. in the normal course of business.

As on March 31, 2024, the Assets Under Management ("AUM") of the Company stood at Rs 25,003 Crores vis-a-vis AUM of Rs.16,143 Crores as on March 31, 2023, depicting a growth of 55% y-o-y. As on 31st March 2024, the Company had an outstanding total borrowing of Rs.15,080 crore against outstanding total borrowing of Rs 11,119 Crores as on March 31, 2023, indicating an increase in borrowings by 36% y-o-y.

The Company's Capital to Risk (Weighted) Assets Ratio (CRAR) as on March 31, 2024 is healthy at 33.8%, which is well above well above the regulatory mandate of 15%. Through an optimized funding mix and diversified sources, the Company has effectively maintained a minimal level of capital cost. PFL is rated AAA (stable) by CRISIL Ratings and CARE Ratings, thereby reflecting the financial stability of the Company. The Company's Debt Equity ratio as on March 31, 2024 is 1.86:1, and the Company is in compliance with fulfilment of its debt obligations including timely payment of interest and principal.

The Company aspires to scale up its AUM by 5-6x over the next 5 years. Keeping in view the Company's long term strategic and business objectives, in order to meet the increased financial needs and business requirements, it is proposed to increase the borrowing power limits to Rs. 50,000 Crores. The Board of Directors of the Company considers that the increase in mobilisation of funds is necessary for the Company's growing business. The consent of the Company is required by way of a special resolution to borrow funds in excess of the paid up capital, securities premium and free reserves of the company pursuant to Section 180 of the Act.

Save and except to the extent of their shareholding, 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 said Special Resolution as set out at Item No. 3 of this Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The above proposal is in the interest of the Company and the Board recommends the resolution set out in Item No. 3 of the Notice to the Members for their consideration and approval, by way of a **Special Resolution**.

**Item No 4:**

On June 17, 2014 through Postal Ballot dated May 08, 2014 shareholders had accorded their consent to the Board of Directors to mortgage and / or create charge on all or anyone of the moveable / immovable properties or such other assets of the company, subject to the limits approved under Section 180 of the Companies Act, 2013.

As mentioned above, the Company being a Non-Banking Financial Company is primarily engaged in the business of financing. For the purpose of onward lending to its customers and meeting its working capital requirements, it is required to borrow funds through various sources including issue of non-convertible debentures (“NCDs”), bank borrowing, External Commercial borrowings (ECB), availing term loans, cash credit, etc. in the normal course of business for which it is also required to mortgage and / or create charge on all or anyone of the moveable / immovable properties and/or other assets of the company.

Therefore, consent of the Company is required by way of a special resolution in terms of the provisions of section 180(1)(a) of the Companies Act, 2013 to create mortgage and/or charge on the movable/ immovable properties of the Company for an aggregate amount not exceeding Rs. 50,000 Crores.

Save and except to the extent of their shareholding, 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 said Special Resolution as set out at Item No. 4 of this Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The above proposal is in the interest of the Company and the Board recommends the resolution set out in Item No. 4 of the Notice to the Members for their consideration and approval, by way of a **Special Resolution**.

### Annexure A

Information as required under Companies Act, 2013 and under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (“SS-2”) on General Meetings for appointment/re-appointment of the Director is given hereunder:

#### Item No 1:

<b>Name</b>	<b>Mr. Rajeev Sardana</b>
<b>DIN</b>	06648276
<b>Date of Birth (Age)</b>	November 09, 1962 (62 years)
<b>Date of first appointment on the Board</b>	December 18, 2024
<b>Qualification</b>	Chartered Accountant Bachelors of Commerce
<b>Expertise in specific functional area</b>	Over 38 years of experience in Finance, accountancy, audit, consumer behaviour, sales & marketing, risk management, legal compliance and strategic thinking.
<b>Terms and conditions of appointment along with details of remuneration sought to be paid</b>	Mr. Rajeev Sardana was appointed as additional director in the capacity of Independent Director for a term of 3 (Three) years from December 18, 2024 till December 17, 2027 (both dates inclusive) and is not liable to retirement by rotation.  The remuneration payable to Mr. Rajeev Sardana in the form of sitting fees and commission which shall be governed by the Remuneration Policy of the Company, as may be amended from time to time.
<b>Remuneration last drawn by such person, if applicable.</b>	NA
<b>List of outside Directorships</b>	HDFC Sales Private Limited
<b>Listed entities from which the Director has resigned in the past three years</b>	NIL
<b>**Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a Director</b>	None
<b>Shareholding in the Company including beneficial ownership</b>	None



<b>Name</b>	<b>Mr. Rajeev Sardana</b>
<b>No. of Meetings of the Board attended during the financial year 2023-24.</b>	NA
<b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b>	There is no inter se relationship between Mr. Rajeev Sardana, other Members of the Board and Key Managerial Personnel of the Company.
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Covered in Explanatory Statement for resolution Item no. 1

**Item No 2:**

<b>Name</b>	<b>Mr. Sanjay Kumar</b>
<b>DIN</b>	09466542
<b>Date of Birth (Age)</b>	November 14, 1960 (64 years)
<b>Date of first appointment on the Board</b>	January 15, 2022
<b>Qualification</b>	Master of Arts (Economics) Bachelor of Commerce
<b>Expertise in specific functional area</b>	Over 38 years of experience in critical areas of Banking - Branch Banking, Credit Administration, International Operations, HRD & Training, Corporate Planning, Economic Research & Intelligence, and AML & Regulatory Compliances. He is certified Anti-Money Laundering specialist with excellent exposure to handling Group Companies portfolio of the second largest Bank in India viz. Bank of Baroda, having its presence in 23 Countries. He has developed policies, procedure and practices to ensure compliance with all laws and regulations.
<b>Terms and conditions of appointment along with details of remuneration sought to be paid</b>	Re-appointed as an Independent Director for second term of 3 (Three) years commencing from January 15, 2025 to January 14, 2028 (both dates inclusive), not liable to retire by rotation.  The remuneration payable to Mr. Sanjay Kumar in the form of sitting fees and commission which shall be governed by the Remuneration Policy of the Company, as may be amended from time to time.
<b>Remuneration last drawn by such person, if applicable.</b>	Commission Rs. 50 Lakhs and Sitting fees of Rs.23.40 Lakhs during the financial year 2023-2024.  Sitting Fees of Rs 20.70 Lakhs during the half year ended September 30, 2024
<b>List of outside Directorships</b>	NIL
<b>Listed entities from which the Director has resigned in the past three years</b>	NIL
<b>**Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a Director</b>	None
<b>Shareholding in the Company including beneficial ownership</b>	None
<b>No. of Meetings of the Board attended during the financial year 2023-24.</b>	7/7 during the financial year 2023-24 9/9 ( from April 01, 2024 till the date of the Notice)

<b>Name</b>	<b>Mr. Sanjay Kumar</b>
<b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b>	There is no inter se relationship between Mr. Sanjay Kumar, other Members of the Board and Key Managerial Personnel of the Company.
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Covered in Explanatory Statement for resolution Item no. 2

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee.

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

Date: December 18, 2024  
Place: Pune

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

**Shabnum Zaman**  
**Company Secretary**  
ACS No.: 13918