

25 July 2021

The Secretary  
Corporate Relationship Department  
**BSE Limited**  
25<sup>th</sup> Floor, P. J. Towers, Dalal Street, Fort,  
Mumbai - 400 001

**(Company Code - 524000)**

The Manager  
Listing Department  
**National Stock Exchange of India Limited**  
“Exchange Plaza”  
Bandra-Kurla Complex, Bandra (E),  
Mumbai – 400 051

**(Symbol – MAGMA)**

**Sub.: 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**

Dear Sir,

Pursuant to Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the result of the Postal Ballot through e-voting process which was announced on 25 July 2021 at the Registered Office of the Company w.r.t the following matters as set out in the Notice dated 19 June 2021:

**Special Resolution (s):**

1. Approval of Employee Stock Option Plan- 2021;
2. Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company;
3. Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company;
4. Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies);
5. Approval to increase the stock options in current Magma Restricted Stock Option Plan - 2014
6. Extension of the Magma Restricted Stock Option Plan- 2014 to the employees of the holding and subsidiary company(ies) of the Company;
7. Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan- 2014; and
8. Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan- 2014.

Poonawalla Fincorp Limited  
(Formerly known as Magma Fincorp Limited)  
**CIN:** LS1504WB1978PLC031813

**Corporate Office:** 601, 6<sup>th</sup> Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808090  
**Registered office:** Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350  
**E:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

Mr. Girish Bhatia, Practicing Company Secretary (CP No. 13792), Scrutinizer appointed for conducting the Postal Ballot process submitted his Report to the Company on 25 July 2021. On the basis of the report received from the Scrutinizer, the resolutions w.r.t the aforesaid matters have been declared as passed with requisite majority by means of Postal Ballot through e-voting process.

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

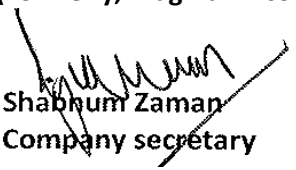
The Postal Ballot results are also being hosted on our Company's website [www.poonawallafincorp.com](http://www.poonawallafincorp.com) at its weblink i.e. <https://poonawallafincorp.com/secretarial-documents.php#download> and will be published in newspapers.

This is for your information and record.

Thanking You.

Yours Faithfully,

**FOR POONAWALLA FINCORP LIMITED**  
**(Formerly, Magma Fincorp Limited)**

  
Shabnum Zaman  
Company secretary

ACS No. 13918

Encl: As above

**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

**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 / Director 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"] at its Meeting held on June 19, 2021 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 June 19, 2021 ("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 thereto 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 and No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 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 June 19, 2021.

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.



**GIRISH BHATIA, PRACTISING COMPANY SECRETARY**

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19-B, Alipore Road, Kolkata – 700027

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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](http://www.evoting.nsdl.com). M/s. Niche Technologies Private Limited is the Registrar and Transfer Agent (RTA) of the Company.
2. The Company on June 24, 2021 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 June 18, 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 **Friday, June 25, 2021 at 9:00 A. M. IST and remained open till 5:00 P. M. IST on Saturday, July 24, 2021** 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, June 18, 2021** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated June 19, 2021.
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 **Friday, June 25, 2021**.
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 **Saturday, July 24, 2021 after 5:00 P. M.**
8. All votes cast through e-Voting upto 5:00 P.M. on Saturday, July 24, 2021, 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 June 18, 2021 and authentication, wherever required, lodged for the purpose.

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

Particulars	
Total number of shareholders on Cut-off Date i.e. 18 <sup>th</sup> June, 2021	48,156
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :	Not Applicable



**Special Resolution No.1: Approval of Employee Stock Option Plan 2021.**

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	308	621689094	N. A.	N. A.	308	621689094	99.8936
Dissent	39	662375	N. A.	N. A.	39	662375	0.1064
<b>Total</b>	<b>347</b>	<b>622351469</b>	<b>N. A.</b>	<b>N. A.</b>	<b>347</b>	<b>622351469</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

**Special Resolution No.2: Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company.**

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	302	621688290	N. A.	N. A.	302	621688290	99.8936
Dissent	41	662289	N. A.	N. A.	41	662289	0.1064
<b>Total</b>	<b>343</b>	<b>622350579</b>	<b>N. A.</b>	<b>N. A.</b>	<b>343</b>	<b>622350579</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

**Special Resolution No.3: Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.**

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	290	597609219	N. A.	N. A.	290	597609219	96.0245
Dissent	52	24741248	N. A.	N. A.	52	24741248	3.9755
<b>Total</b>	<b>342</b>	<b>622350467</b>	<b>N. A.</b>	<b>N. A.</b>	<b>342</b>	<b>622350467</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

**Special Resolution No.4: Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies).**

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	287	597608891	N. A.	N. A.	287	597608891	96.0244
Dissent	57	24742138	N. A.	N. A.	57	24742138	3.9756
<b>Total</b>	<b>344</b>	<b>622351029</b>	<b>N. A.</b>	<b>N. A.</b>	<b>344</b>	<b>622351029</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.



**Special Resolution No.5:** Approval to increase the stock options in current Magma Restricted Stock Option Plan – 2014.

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	288	597609590	N. A.	N. A.	288	597609590	96.0246
Dissent	55	24741159	N. A.	N. A.	55	24741159	3.9754
<b>Total</b>	<b>343</b>	<b>622350749</b>	<b>N. A.</b>	<b>N. A.</b>	<b>343</b>	<b>622350749</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

**Special Resolution No.6:** Extension of the Magma Restricted Stock Option Plan-2014 to the employees of the holding and subsidiary company(ies) of the Company.

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	284	597608638	N. A.	N. A.	284	597608638	96.0245
Dissent	57	24741851	N. A.	N. A.	57	24741851	3.9755
<b>Total</b>	<b>341</b>	<b>622350489</b>	<b>N. A.</b>	<b>N. A.</b>	<b>341</b>	<b>622350489</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

**Special Resolution No.7:** Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan – 2014.

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	288	597609119	N. A.	N. A.	288	597609119	96.0245
Dissent	56	24741811	N. A.	N. A.	56	24741811	3.9755
<b>Total</b>	<b>344</b>	<b>622350930</b>	<b>N. A.</b>	<b>N. A.</b>	<b>344</b>	<b>622350930</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

**Special Resolution No.8:** Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan – 2014.

Particulars	No. of votes contained in -						Percentage (%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	284	597608818	N. A.	N. A.	284	597608818	96.0244
Dissent	59	24742111	N. A.	N. A.	59	24742111	3.9756
<b>Total</b>	<b>343</b>	<b>622350929</b>	<b>N. A.</b>	<b>N. A.</b>	<b>343</b>	<b>622350929</b>	<b>100.0000</b>
Abstain / Invalid	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.



**GIRISH BHATIA, PRACTISING COMPANY SECRETARY**Flat No.5B, Shubham Apartment  
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PAN : ACWPB0146N

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

**Item No.1**

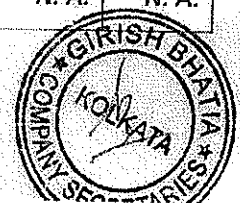
Details of Agenda	Approval of Employee Stock Option Plan 2021
Resolution Required	Special Resolution
Whether Promoter / Promoter group are interested in the agenda or resolution ?	No

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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	61549977	641788	98.9680	1.0320
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044563	1.1619	1023976	20587	98.0291	1.9709
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622351469</b>	<b>81.4233</b>	<b>621689094</b>	<b>662375</b>	<b>99.8936</b>	<b>0.1064</b>

**Item No.2**

Details of Agenda	Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	61549977	641788	98.9680	1.0320
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.



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Public-Non Institutions	e-Voting	89899784	1043673	1.1609	1023172	20501	98.0357	1.9643
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350579</b>	<b>81.4232</b>	<b>621688290</b>	<b>662289</b>	<b>99.8936</b>	<b>0.1064</b>

**Item No.3**

Details of Agenda	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
Resolution Required	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	5594/1/21	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043561	1.1608	1022363	21198	97.9687	2.0313
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350467</b>	<b>81.4232</b>	<b>597609219</b>	<b>24741248</b>	<b>96.0245</b>	<b>3.9755</b>

**Item No.4**

Details of Agenda	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies).
Resolution Required	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





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Promoter & Promoter Group	e-Voting	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044123	1.1614	1022035	22088	97.8845	2.1155
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622351029</b>	<b>81.4233</b>	<b>597608891</b>	<b>24742138</b>	<b>96.0244</b>	<b>3.9756</b>

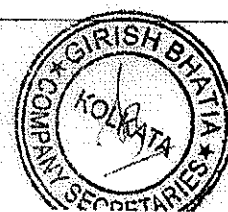
**Item No.5**

Details of Agenda	Approval to increase the stock options in current Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043843	1.1611	1022734	21109	97.9778	2.0222
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350749</b>	<b>81.4232</b>	<b>597609590</b>	<b>24741159</b>	<b>96.0246</b>	<b>3.9754</b>

**Item No.6**

Details of Agenda	Extension of the Magma Restricted Stock Option Plan-2014 to the employees of the holding and subsidiary company(ies) of the Company.
Resolution Required	Special Resolution
Whether Promoter / Promoter group are interested in the agenda or resolution ?	No



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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
	Postal Ballot	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043583	1.1608	1021782	21801	97.9109	2.0891
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350489</b>	<b>81.4232</b>	<b>597608638</b>	<b>24741851</b>	<b>96.0245</b>	<b>3.9755</b>

**Item No.7**

Details of Agenda	Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan – 2014.
Resolution Required	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
	Postal Ballot	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044024	1.1613	1022263	21761	97.9157	2.0843
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350930</b>	<b>81.4232</b>	<b>597609119</b>	<b>24741811</b>	<b>96.0245</b>	<b>3.9755</b>



**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

**Item No.8**

Details of Agenda	Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044023	1.1613	1021962	22061	97.8869	2.1131
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350929</b>	<b>81.4232</b>	<b>597608818</b>	<b>24742111</b>	<b>96.0244</b>	<b>3.9756</b>

Based on the aforesaid results, the Resolution No.1 to Resolution No.8as contained in the Notice dated June 19, 2021 have been passed with the requisite majority.

All the relevant records relating to the e-Voting are under my safe custody and will be handed over to the Company Secretary for preserving safely.

Thanking You,



Place : Kolkata  
 Date : 25/07/2021

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

**GIRISH BHATIA**  
 Company Secretary in Practice

*Girish*  
 (CS GIRISH BHATIA)

Practising Company Secretary  
 FCS : 3295 CP : 13792  
 UDIN : F003295C000684021



**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 June 19, 2021 of Poonawalla Fincorp Limited ( formerly Magma 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](http://www.evoting.nsdl.com) in our presence on July 24, 2021 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*

Mrs.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



Countersigned by:

For Poonawalla Fincorp Limited  
(Formerly Magma Fincorp Limited)

*Sanjay Chamria*

Sanjay Chamria  
Executive Vice Chairman  
(DIN: 00009894)

**RESULT OF THE POSTAL BALLOT**

Pursuant to Section 108 and 110 of the Companies Act, 2013, (the Act) read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 including any amendments thereto and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members was sought in respect of the following matters as set out in the Notice dated 19 June 2021:

**Special Resolution(s):**

1. Approval of Employee Stock Option Plan 2021;
2. Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company;
3. Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company;
4. Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies);
5. Approval to increase the stock options in current Magma Restricted Stock Option Plan -2014
6. Extension of the Magma Restricted Stock Option Plan- 2014 to the employees of the holding and subsidiary company(ies) of the Company;
7. Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan- 2014; and
8. Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan- 2014.

Mr. Girish Bhatia, Practicing Company Secretary (CP No. 13792), Scrutinizer appointed for conducting the Postal Ballot process and the following results were announced on 25 July 2021 at the Registered Office of the Company:

The summary of the results are as follows:

**Summary of the Postal Ballot votes casted through Electronic Voting System is as follows;**

Particulars		Special Resolut ion No. 1	Special Resolut ion No. 2	Speci al Resolut ion No. 3	Speci al Resolut ion No. 4	Speci al Resolut ion No. 5	Special Resolut ion No. 6	Special Resolut ion No. 7	Special Resolut ion No. 8
1.	Total No. of votes/ shares casted through e-voting system	622351 469	622350 579	62235 0467	62235 1029	62235 0749	622350 489	622350 930	622350 929
2.	Total No. of votes/ shares casted in favour of the resolution	621689 094	621688 290	59760 9219	59760 8891	59760 9590	597608 638	597609 119	597608 818
3.	Total No. of votes/ shares casted against the resolution	GG2375	662289	24741 248	24742 138	24741 159	247418 51	247418 11	247421 11

Poonawalla Fincorp Limited  
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CIN: L51504WB1978PLC031813

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

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**Summary of total votes casted is as follows:-**

**Resolution no. 1- Approval of Employee Stock Option Plan 2021**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	308	621689094	99.8936
2	Against	N.A.	39	662375	0.1064
Total			347	622351469	100.0000

**Resolution no. 2- Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	302	621688290	99.8936
2	Against	N.A.	41	662289	0.1064
Total			343	622350579	100.0000

**Resolution no. 3- Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	290	597609219	96.0245
2	Against	N.A.	52	24741248	3.9755
Total			342	622350467	100.0000

**Resolution no. 4- Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies)**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	287	597608891	96.0244
2	Against	N.A.	57	24742138	3.9756
Total			344	622351029	100.0000

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**Resolution no. 5- Approval of Employee Stock Option Plan 2021**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	288	597609590	96.0246
2	Against	N.A.	55	24741159	3.9754
Total			343	622350749	100.0000

**Resolution no. 6- Extension of the Magma Restricted Stock Option Plan- 2014 to the employees of the holding and subsidiary company(ies) of the Company**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	284	597608638	96.0245
2	Against	N.A.	57	24741851	3.9755
Total			341	622350489	100.000%

**Resolution no. 7- Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan- 2014.**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	288	597609119	96.0245
2	Against	N.A.	56	24741811	3.9755
Total			344	622350930	100.000%

**Resolution no. 8- Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan- 2014.**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	284	597608818	96.0244
2	Against	N.A.	59	24742111	3.9756
Total			343	622350929	100.000%

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

Particulars	Special Resolution No. 1 to 8
Date of announcement of Postal Ballot results through e-voting	25.07.2021
Date of the Notice of Postal Ballot	19.06.2021
Record date for reckoning voting rights	18.06.2021
Total number of shareholders on record date (cut off date i.e. 4 June 2021)	48,156
No. of Shareholders present in meeting either in person or through proxy Promoters and Promoter Group : Public : Total	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :	Not Applicable

**Item No.1**

Details of Agenda	Approval of Employee Stock Option Plan 2021
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	61549977	641788	98.9680	1.0320
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044563	1.1619	1023976	20587	98.0291	1.9709
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622351469</b>	<b>81.4233</b>	<b>621689094</b>	<b>662375</b>	<b>99.8936</b>	<b>0.1064</b>

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**Item No.2**

Details of Agenda	Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	61549977	641788	98.9680	1.0320
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043673	1.1609	1023172	20501	98.0357	1.9643
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350579</b>	<b>81.4232</b>	<b>621688290</b>	<b>662289</b>	<b>99.8936</b>	<b>0.1064</b>

**Item No.3**

Details of Agenda	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

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Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	247200 50	60.2519	39.748 1
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043561	1.1608	1022363	21198	97.9687	2.0313
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350467</b>	<b>81.4232</b>	<b>597609219</b>	<b>247412 48</b>	<b>96.0245</b>	<b>3.9755</b>

**Item No.4**

Details of Agenda	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies).
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	247200 50	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044123	1.1614	1022035	22088	97.8845	2.1155
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622351029</b>	<b>81.4233</b>	<b>597608891</b>	<b>247421 38</b>	<b>96.0244</b>	<b>3.9756</b>

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**Item No.5**

Details of Agenda	Approval to increase the stock options in current Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	247200 50	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043843	1.1611	1022734	21109	97.9778	2.0222
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350749</b>	<b>81.4232</b>	<b>597609590</b>	<b>247411 59</b>	<b>96.0246</b>	<b>3.9754</b>

**Item No.6**

Details of Agenda	Extension of the Magma Restricted Stock Option Plan-2014 to the employees of the holding and subsidiary company(ies) of the Company.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481

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Holders	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043583	1.1608	1021782	21801	97.9109	2.0891
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350489</b>	<b>81.4232</b>	<b>597608638</b>	<b>24741851</b>	<b>96.0245</b>	<b>3.9755</b>

**Item No.7**

Details of Agenda	Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044024	1.1613	1022263	21761	97.9157	2.0843
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350930</b>	<b>81.4232</b>	<b>597609119</b>	<b>24741811</b>	<b>96.0245</b>	<b>3.9755</b>

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**Item No.8**


Details of Agenda	Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044023	1.1613	1021962	22061	97.8869	2.1131
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350929</b>	<b>81.4232</b>	<b>597608818</b>	<b>24742111</b>	<b>96.0244</b>	<b>3.9756</b>

Above Resolutions as set out in the Notice dated 19 June 2021 have been duly passed with requisite majority on 24 July 2021 i.e. the last date of e-voting.

Place: Kolkata  
Date: 25.07.2021

For Poonawalla Fincorp Limited  
(Formerly, Magma Fincorp Limited)

  
Sanjay Chamria  
Executive Vice Chairman  
DIN:00009894

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**CERTIFIED TRUE COPY OF THE MINUTES OF THE PROCEEDINGS NO. 2/2021-22 HELD ON SUNDAY, THE 25 JULY 2021 AT 4:00 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 SPECIAL RESOLUTIONS UNDER VARIOUS SECTIONS OF THE COMPANIES ACT, 2013 AS SET OUT IN THE NOTICE DATED 19 JUNE 2021**

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The Board of Directors of the Company at its Meeting held on 19 June 2021 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 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any amendments thereto ("Listing Regulations"). The notice was sent to members on 24 June, 2021.

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 25 June, 2021, 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 at their meeting held on 19 June, 2021 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 NSDL ('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 Friday 25 June, 2021 and was kept open till 5.00 p.m. on Saturday 24 July, 2021.

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. 18 June, 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 25 July, 2021 to Mr. Sanjay Chamria, Executive Vice Chairman of the Company on 25 July, 2021.

**SPECIAL RESOLUTION(S):****ITEM NO. 1****Approval of Employee Stock Option Plan 2021**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted / delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot equity shares of the Company having face value of INR 2 per share (“Equity Shares”) under the ‘Employee Stock Option Plan - 2021’ (hereinafter referred to as the “Plan”) by way of issuance of employee stock options, the salient features of which are furnished in the explanatory statement to this Notice to such persons who are employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Plan and applicable law.”

**“RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Plan and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.”

**“RESOLVED FURTHER THAT** the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Plan in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Plan and to modify, change, vary, alter, amend, revise, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Plan without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to

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give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

**“RESOLVED FURTHER THAT** any of the Directors, Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorized to take necessary steps for listing of the securities allotted under the Plan on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

## **ITEM NO. 2**

### **Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot equity shares of the Company having face value of INR 2 per share (“Equity Shares”) under the ‘Employee Stock Option Plan - 2021’ (hereinafter referred to as the “Plan”) by way of issuance of employee stock options, the salient features of which are furnished in the explanatory statement to this Notice to such persons who are employees, including directors, of the Company’s holding company and extant and future subsidiary company(ies) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), at such price or prices, in

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one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Plan and applicable law.”

**“RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Plan and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.”

**“RESOLVED FURTHER THAT** the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Plan in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Plan and to modify, change, vary, alter, amend, revise, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Plan without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

**“RESOLVED FURTHER THAT** any of the Directors, Company Secretary and Chief Compliance Officer of the Company and be and are hereby severally authorized to take necessary steps for listing of the securities allotted under the Plan on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

### **ITEM NO. 3**

#### **Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.**

**“RESOLVED THAT** as per the provisions of Section 62(1)(b) of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the members of the Company be and hereby accords its approval to grant options under the Employee Stock Option Plan

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– 2021 (“Plan”) equal to or exceeding 1% (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions), during any financial year to identified employees, including directors, of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), as may be determined by Nomination and Remuneration Committee from time to time.”

**“RESOLVED FURTHER THAT** that the Nomination and Remuneration Committee of the Company be and is hereby authorized to issue letter of grant and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting options to the Eligible Employees of the Company.”

#### **ITEM NO. 4**

##### **Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company’s holding company and subsidiary company(ies)**

**“RESOLVED THAT** as per the provisions of Section 62(1)(b) of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the members of the Company be and hereby accords its approval to grant options under the Employee Stock Option Plan – 2021 (“Plan”) equal to or exceeding 1% (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions), during any financial year to identified employees, including directors, of the Company’s holding company and extant and future subsidiary company(ies) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), as may be determined by Nomination and Remuneration Committee from time to time.”

**“RESOLVED FURTHER THAT** that the Nomination and Remuneration Committee of the Company be and is hereby authorized to issue letter of grant and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting options to the Eligible Employees of the Company.”

#### **ITEM NO. 5**

##### **Approval to increase the stock options in current Magma Restricted Stock Option Plan -2014**

**“RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders on 24th September 2014 and 31st March 2016 and in accordance with Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI

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SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members, be and are hereby accorded to alter Magma Restricted Stock Option Plan 2014 (hereinafter referred to as “Magma RSO Plan”) by increasing existing plan pool from 50,00,000 equity shares having face value of INR 2 (“Equity Shares”) to 1,00,00,000 Equity Shares and to approve and adopt the amended Magma RSO Plan.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company under the amended Magma RSO Plan shall rank pari passu, in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** that all members of the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to give effect to the aforesaid resolution and make necessary filing with competent governmental authorities.

**RESOLVED FURTHER THAT** any of the Directors, Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorized to take necessary steps for listing of the securities allotted under the increased plan pool of the Magma RSO Plan on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

#### **ITEM NO. 6**

#### **Extension of the Magma Restricted Stock Option Plan- 2014 to the employees of the holding and subsidiary company(ies) of the Company**

“**RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders on 24th September 2014 and 31st March 2016 pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot equity shares of the Company having face value of 2 per share (“Equity Shares”) under the ‘Magma Restricted Employee Stock Option Plan-2014’ (hereinafter referred to as the “Magma RSO Plan”) by way of issuance of restricted stock options to such persons who are employees, including directors, of the Company’s holding company and extant and future subsidiary company(ies) and who satisfy the eligibility criteria as specified under the Magma RSO Plan (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), at such price or prices, in one or more tranches and on such terms and

conditions, as may be fixed or determined by the Board in accordance with the Plan and applicable law.”

**“RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Magma RSO Plan and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.”

**“RESOLVED FURTHER THAT** the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Magma RSO Plan in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.”

**“RESOLVED FURTHER THAT** any of the Directors, Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorized to take necessary steps for listing of the securities allotted under the Magma RSO Plan on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

#### **ITEM NO. 7**

#### **Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan- 2014.**

**“RESOLVED THAT** as per the provisions of Section 62(1)(b) of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the members of the Company be and hereby accords its approval to grant restricted stock options under the Magma Restricted Stock Option Plan – 2014 (“Magma RSO Plan”) equal to or exceeding 1% (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions), during any financial year to identified employees, including directors, of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), as may be determined by Nomination and Remuneration Committee from time to time.”

**“RESOLVED FURTHER THAT** that the Nomination and Remuneration Committee of the Company be and is hereby authorized to issue letter of grant and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting options to the Eligible Employees of the Company.”

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**ITEM NO. 8**

**Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan- 2014.**

“RESOLVED THAT as per the provisions of Section 62(1)(b) of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the members of the Company be and hereby accords its approval to grant restricted stock options under the Magma Restricted Stock Option Plan – 2014 (“Magma RSO Plan”) equal to or exceeding 1% (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions), during any financial year to identified employees, including directors, of the Company’s holding company and extant and future subsidiary company(ies) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), as may be determined by Nomination and Remuneration Committee from time to time.”

“RESOLVED FURTHER THAT that the Nomination and Remuneration Committee of the Company be and is hereby authorized to issue letter of grant and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting options to the Eligible Employees of the Company.”

Mr. Girish Bhatia, Scrutinizer, had carried out the scrutiny of e-voting received upto the close of working hours (17:00 hrs) on 24th July 2021 and submitted his report relating to the results on e-voting to the Executive Vice Chairman. The Company had provided only the e-voting facility to its members in compliance with the various circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India on general meetings. The postal ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer, as available on the website of the Company, was taken on record and the Executive Vice Chairman announced the results of the postal ballot through e-voting as under:

**Summary of the Postal Ballot votes casted through Electronic Voting System is as follows:**

Particulars		Special Resoluti on No. 1	Special Resolution No. 2	Special Resolution No. 3	Special Resoluti on No. 4	Special Resolution No. 5	Special Resoluti on No. 6	Special Resoluti on No. 7	Special Resoluti on No. 8
1	Total No. of votes/ shares casted through e-voting system	6223514 69	622350579	622350467	6223510 29	622350749	6223504 89	6223509 30	6223509 29
2	Total No. of votes/ shares casted in	6216890 94	621688290	597609219	5976088 91	597609590	5976086 38	5976091 19	5976088 18

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	favour of the resolution								
3	Total No. of votes/shares casted against the resolution	662375	662289	24741248	24742138	24741159	24741851	24741811	24742111

**Summary of total votes casted is as follows:-**

**Resolution no. 1- Approval of Employee Stock Option Plan 2021**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	308	621689094	99.8936
2	Against	N.A.	39	662375	0.1064
<b>Total</b>			<b>347</b>	<b>622351469</b>	<b>100.0000</b>

**Resolution no. 2- Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	302	621688290	99.8936
2	Against	N.A.	41	662289	0.1064
<b>Total</b>			<b>343</b>	<b>622350579</b>	<b>100.0000</b>

**Resolution no. 3- Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	290	597609219	96.0245
2	Against	N.A.	52	24741248	3.9754
<b>Total</b>			<b>342</b>	<b>622350467</b>	<b>100.0000</b>

**Resolution no. 4- Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies)**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	287	597608891	96.0244
2	Against	N.A.	57	24742138	3.9756
<b>Total</b>			<b>344</b>	<b>622351029</b>	<b>100.0000</b>

**Resolution no. 5- Approval to increase the stock options in current Magma Restricted Stock Option Plan – 2014.**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	288	597609590	96.0246
2	Against	N.A.	55	24741159	3.9754
<b>Total</b>			<b>343</b>	<b>622350749</b>	<b>100.0000</b>

**Resolution no. 6- Extension of the Magma Restricted Stock Option Plan- 2014 to the employees of the holding and subsidiary company(ies) of the Company**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	284	597608638	96.0245
2	Against	N.A.	57	24741851	3.9755
<b>Total</b>			<b>341</b>	<b>622350489</b>	<b>100.000%</b>

**Resolution no. 7- Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan- 2014.**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	288	597609119	96.0245
2	Against	N.A.	56	24741811	3.9755
<b>Total</b>			<b>344</b>	<b>622350930</b>	<b>100.000%</b>

**Resolution no. 8- Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan- 2014.**

Sr. No	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	N.A.	284	597608818	96.0244
2	Against	N.A.	59	24742111	3.9756
<b>Total</b>			<b>343</b>	<b>622350929</b>	<b>100.000%</b>

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

Particulars	Special Resolution No. 1 to 8
Date of announcement of Postal Ballot results through e-voting	25.07.2021
Date of the Notice of Postal Ballot	19.06.2021
Record date for reckoning voting rights	18.06.2021
Total number of shareholders on record date (cut off date i.e. 18 June 2021)	48,156
No. of Shareholders present in meeting either in person or through proxy Promoters and Promoter Group : Public : Total	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :	Not Applicable

**Item No.1**

Details of Agenda	Approval of Employee Stock Option Plan 2021
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	61549977	641788	98.9680	1.0320
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044563	1.1619	1023976	20587	98.0291	1.9709
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622351469</b>	<b>81.4233</b>	<b>621689094</b>	<b>662375</b>	<b>99.8936</b>	<b>0.1064</b>

**Item No.2**

Details of Agenda	Extension of the Employee Stock Option Plan - 2021 to the employees of the holding company and subsidiary company(ies) of the Company
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	61549977	641788	98.9680	1.0320
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043673	1.1609	1023172	20501	98.0357	1.9643
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350579</b>	<b>81.4232</b>	<b>621688290</b>	<b>662289</b>	<b>99.8936</b>	<b>0.1064</b>

**Item No.3**

Details of Agenda	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
Resolution Required	Special Resolution
Whether Promoter / Promoter group are interested in the agenda or resolution ?	No

Category	Mode	Number of	Number of	% of Votes	Number of Votes	% of Votes polled
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	of Voting	shares held (1)	votes polled (2)	Polled on outstanding shares (3)=(2)/(1)* 100	Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	e-Voting	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	247200 50	60.2519	39.748 1
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043561	1.1608	1022363	21198	97.9687	2.0313
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350467</b>	<b>81.4232</b>	<b>597609219</b>	<b>247412 48</b>	<b>96.0245</b>	<b>3.9755</b>

**Item No.4**

Details of Agenda	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies).
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	247200 50	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044123	1.1614	1022035	22088	97.8845	2.1155
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622351029</b>	<b>81.4233</b>	<b>597608891</b>	<b>247421 38</b>	<b>96.0244</b>	<b>3.9756</b>

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**Item No.5**

Details of Agenda	Approval to increase the stock options in current Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043843	1.1611	1022734	21109	97.9778	2.0222
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350749</b>	<b>81.4232</b>	<b>597609590</b>	<b>24741159</b>	<b>96.0246</b>	<b>3.9754</b>

**Item No.6**

Details of Agenda	Extension of the Magma Restricted Stock Option Plan-2014 to the employees of the holding and subsidiary company(ies) of the Company.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1043583	1.1608	1021782	21801	97.9109	2.0891
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350489</b>	<b>81.4232</b>	<b>597608638</b>	<b>24741851</b>	<b>96.0245</b>	<b>3.9755</b>

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**Item No.7**

Details of Agenda	Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company under the Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044024	1.1613	1022263	21761	97.9157	2.0843
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350930</b>	<b>81.4232</b>	<b>597609119</b>	<b>24741811</b>	<b>96.0245</b>	<b>3.9755</b>

**Item No.8**

Details of Agenda	Grant of stock options equal to or exceeding 1% of the issued share capital of the Company to the identified employees of Company's holding company and subsidiary company(ies) under the Magma Restricted Stock Option Plan – 2014.
Resolution Required	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	559471721	559115141	99.9363	559115141	0	100.0000	0.0000
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutional Holders	e-Voting	114969142	62191765	54.0943	37471715	24720050	60.2519	39.7481
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public-Non Institutions	e-Voting	89899784	1044023	1.1613	1021962	22061	97.8869	2.1131
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>764340647</b>	<b>622350929</b>	<b>81.4232</b>	<b>597608818</b>	<b>24742111</b>	<b>96.0244</b>	<b>3.9756</b>

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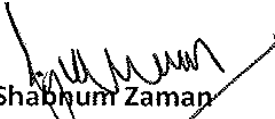
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Based on the Scrutinizer's Report, the Executive Vice Chairman thereafter stated that the Special Resolution as set out in the Notice dated 19 June, 2021 was passed under the Postal Ballot by e-voting with requisite majority and shall be deemed to have been passed on 24 July, 2021, the last date of e-voting.

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

  
Shabnum Zaman  
Company secretary

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