

May 13, 2024

**BSE Limited**

Corporate Relationship Department  
25<sup>th</sup> floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**BSE Scrip Code: 524000**

**National Stock Exchange of India Limited**

The Listing Department,  
Exchange Plaza,  
Bandra- Kurla Complex, Bandra (E).  
Mumbai - 400 051

**NSE Symbol: POONAWALLA**

Dear Sir/Madam,

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

**Ref: Our Letter dated: April 13, 2024**

Pursuant to SEBI Listing Regulations, please find enclosed herewith the results of the Postal Ballot through remote e-voting process, which was announced today, May 13, 2024, at the registered office of Poonawalla Fincorp Limited (hereinafter referred as 'the Company') w.r.t the following Special Resolutions:

1. Approval of Employee Stock Option Plan -2024 – Scheme II ("Plan")
2. Extension and approval of the 'Employee Stock Option Plan -2024 – Scheme II' ("Plan") to the employees of the holding company and subsidiary company(ies) (if any, in future) 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. Re-appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company.

Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295: CP No.13792), Scrutinizer appointed for conducting the Postal Ballot process has submitted his Report to the Company on Monday, May 13, 2024. Based on the report received from the Scrutinizer, the Special Resolutions has been declared as passed with requisite majority by the Members through remote e-voting process and shall be deemed to have been passed on Monday, May 13, 2024, the last date of remote e-voting.

In this regard, please find, enclosed herewith, the following:

1. Report of Scrutinizer dated May 13, 2024 of remote e-voting.
2. E-Voting Results pursuant to Regulation 44(3) of SEBI Listing Regulations.
3. Certified true copy of Minutes of the proceedings and results of Postal Ballot.

The Postal Ballot results are also being hosted on the Company's website [www.poonawallafincorp.com](http://www.poonawallafincorp.com).

**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 | **W:** www.poonawallafincorp.com

This is for your information and record.

Thanking you.

Yours faithfully,

**For Poonawalla Fincorp Limited**

**Shabnum Zaman**  
**Company Secretary**  
**ACS No. 13918**  
Encl: As above

**Report of the Scrutinizer(s)**

**(Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies {Management and Administration} Rules, 2014 as amended upto date and Regulation 44 of the Securities Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations, 2015)**

To  
The Board of Directors  
**POONAWALLA FINCORP LIMITED**  
CIN - L51504PN1978PLC209007  
201 and 202, 2<sup>nd</sup> Floor, AP81  
Koregaon Park Annex, Mundhwa  
Pune, 411036, Maharashtra.

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot (Remote e- Voting) Results**

The Board of Directors of Poonawalla Fincorp Limited [hereinafter referred to as the ("Company") on April 08, 2024 have appointed me (Girish Bhatia having FCS No.3295 and CP No.13792) as the Scrutinizer to conduct and scrutinize the Postal Ballot e-Voting process in a fair and transparent manner in respect of Resolutions as stated in the Postal Ballot Notice dated April 08, 2024 ("Notice").

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, provisions of Secretarial Standard on General Meetings ("SS-2") read with the General Circular No.14/2020 dated 08.04.2020, the General Circular No.17/2020 dated 13.04.2020, the General Circular No.22/2020 dated 15.06.2020, the General Circular No.33/2020 dated 28.09.2020, the General Circular No.39/2020 dated 31.12.2020, the General Circular No.10/2021 dated 23.06.2021, the General Circular No.20/2021 dated 08.12.2021, the General Circular No.03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022 and General Circular No 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 ("SEBI Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("SEBI Listing Regulations"), the Company had provided facility for voting through electronic means (e-Voting) to all the Members of the Company to enable them to cast their votes only through electronic means on the items mentioned in the Notice.

In view of the extension provided to the Corporates in providing both voting by physical ballot and e-Voting, a facility was extended for the members to cast their votes only through e-Voting in accordance with the provisions of the MCA Circulars.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Act and the Rules framed thereunder as also under the Listing Regulations relating to voting through e-Voting process and for the Resolution(s) proposed in the Notice of Postal Ballot of the Company dated April 08, 2024.



My responsibility as a Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Notice. My Report is based on the Report generated from e-Voting system provided by the National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-Voting facilities for voting through electronic means in respect of the resolutions as contained in the Postal Ballot Notice.

**As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot (e-Voting) received from the Members of the Company, I submit my report as under :**

1. The Company has appointed NSDL as Service Provider, for the purpose of extending the facility of e-Voting to the Members of the Company through their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). and Link Intime India Private Limited is the Registrar and Transfer Agent (R&TA) of the Company.
2. The Company on April 13, 2024 has completed sending of Postal Ballot Notice and Explanatory Statement to its Members by e-Mail whose name(s) appeared on the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Monday, April 08, 2024 ("**Cut-off date**") and whose e-Mail IDs are registered with the Company/Depositories..
3. In terms of the aforesaid Postal Ballot Notice and as prescribed in the aforesaid rules, the e-Voting facility was kept open for thirty (30) days period commenced on **Sunday , April 14, 2024 at 09:00 A. M. IST and remained open till 5:00 P. M. IST on Monday, May 13, 2024** 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 **Monday, April 08, 2024** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated April 08, 2024.
5. The requisite Public Advertisement with respect to dispatch of Postal Ballot Notice pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended) was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Loksatta" (in Marathi language) on **Sunday , April 14 , 2024**.
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) witnessess. 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 **Monday, May 13, 2024 after 5:15 P. M.**
8. All votes cast through e-Voting up to 5:00 P.M. on **Monday May 13, 2024** the last date, and time fixed by the Company were considered for my scrutiny. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and R&TA with respect to number of shares held on **Monday, April 08, 2024** and authentication, wherever required, lodged for the purpose.



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

Total number of Shareholders on Cut-off Date i.e., April 08, 2024	213,517
No. of Shareholders attended the meeting through Video Conferencing Promotor and Promotor Group: Public:	Not Applicable

**ItemNo.1: Special Resolution– Approval of Stock Option Plan -2024 - Scheme II (“Plan”).**

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	692	540,786,224	N. A.	N. A.	692	540,786,224	90.9668
Dissent	228	53,701,157	N. A.	N. A.	228	53,701,157	9.0332
<b>Total</b>	<b>920</b>	<b>594,487,381</b>	<b>N. A.</b>	<b>N. A.</b>	<b>920</b>	<b>594,487,381</b>	<b>100.0000</b>

**ItemNo.2: Special Resolution– Extension and Approval of the “Employee Stock Option Plan -2024 - Scheme II” ( “Plan” ) to the employees of the Holding Company and Subsidiary Company (ies) (if any, in future) of the Company.**

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	673	536,573,575	N. A.	N. A.	673	536,573,575	90.2583
Dissent	242	57,912,801	N. A.	N. A.	242	57,912,801	9.7417
<b>Total</b>	<b>915</b>	<b>594,486,376</b>	<b>N. A.</b>	<b>N. A.</b>	<b>915</b>	<b>594,486,376</b>	<b>100.0000</b>

**ItemNo.3: Special Resolution– 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 -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	669	536,890,824	N. A.	N. A.	669	536,890,824	90.3118
Dissent	245	57,595,187	N. A.	N. A.	245	57,595,187	9.6882
<b>Total</b>	<b>914</b>	<b>594,486,011</b>	<b>N. A.</b>	<b>N. A.</b>	<b>914</b>	<b>594,486,011</b>	<b>100.0000</b>



**ItemNo.4:Special Resolution- Re-appointment of Mr Prabhakar Dalal (DIN:00544948) as an Independent Director of the Company.**

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	803	562,084,882	N. A.	N. A.	803	562,084,882	94.5483
<b>Dissent</b>	113	32,409,937	N. A.	N. A.	113	32,409,937	5.4517
<b>Total</b>	<b>916</b>	<b>594,494,819</b>	<b>N. A.</b>	<b>N. A.</b>	<b>916</b>	<b>594,494,819</b>	<b>100.0000</b>

Based on the above results, resolution(s) no.1 ,2, 3 and 4 as contained in the the Postal Ballot Notice have been passed with requisite majority.

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

Thanking You,

**GIRISH BHATIA**  
Company Secretary in Practice

*Girish*

**(CS GIRISH BHATIA)**  
Practising Company Secretary  
FCS: 3295 CP: 13792  
UDIN:F003295E000360872  
Peer Review No.2011/2022

Place: Kolkata  
Date: May 13, 2024

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



**GIRISH BHATIA, PRACTISING COMPANY SECRETARY**

Flat No.5B, Shubham Apartment  
19-B, Alipore Road, Kolkata – 700027

Mobile No: 9903868281

Email: girishbhatia1956@gmail.com

PAN: ACWPB0146N

We the undersigned, have witnessed that the votes cast in respect of resolutions mentioned in the Notice of Postal Ballot dated April 08, 2024 of Poonawalla Fincorp Limited [the Company] through e-Voting were unblocked by the scrutinizer Mr. Girish Bhatia, from NSDL's e-Voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on May 13, 2024, at around 5:15 P.M. (IST) at 19-B, Alipore Road, Shubham Apartment, Flat No.5B, Kolkata - 700027. We are not in employment of the Company.

*Sumit Agarwal*

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

*Vishakha Agarwal*

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



*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

Shabnum Zaman  
Company Secretary  
ACS No :13918

## RESULT OF POSTAL BALLOT

Name	<b>Poonawalla Fincorp Limited</b>
Date of announcement of Postal Ballot results.	May 13, 2024
Total no. of shareholders on record date (Cut-off date i.e April 08, 2024)	2,13,517
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

<b>Resolution No.1:</b>	Approval of Employee Stock Option Plan -2024 – Scheme II (“Plan”)
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	34992498	53683355	39.4611	60.5389
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>34992498</b>	<b>53683355</b>	<b>39.4611</b>	<b>60.5389</b>
Public Non Institutions	E-Voting	187738373	24593838	13.1001	24576036	17802	99.9276	0.0724
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24593838</b>	<b>13.1001</b>	<b>24576036</b>	<b>17802</b>	<b>99.9276</b>	<b>0.0724</b>
<b>Total</b>		<b>774550662</b>	<b>594487381</b>	<b>76.7525</b>	<b>540786224</b>	<b>53701157</b>	<b>90.9668</b>	<b>9.0332</b>

<b>Resolution No.2:</b>	Extension and approval of the 'Employee Stock Option Plan -2024 – Scheme II' ("Plan") to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	30781061	57894792	34.7119	65.2881
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>30781061</b>	<b>57894792</b>	<b>34.7119</b>	<b>65.2881</b>
Public Non Institutions	E-Voting	187738373	24592833	13.0995	24574824	18009	99.9268	0.0732
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24592833</b>	<b>13.0995</b>	<b>24574824</b>	<b>18009</b>	<b>99.9268</b>	<b>0.0732</b>
<b>Total</b>		<b>774550662</b>	<b>594486376</b>	<b>76.7524</b>	<b>536573575</b>	<b>57912801</b>	<b>90.2583</b>	<b>9.7417</b>

<b>Resolution No.3:</b>	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	31111061	57564792	35.0840	64.9160
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>31111061</b>	<b>57564792</b>	<b>35.0840</b>	<b>64.9160</b>
Public Non Institutions	E-Voting	187738373	24592468	13.0993	24562073	30395	99.8764	0.1236
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24592468</b>	<b>13.0993</b>	<b>24562073</b>	<b>30395</b>	<b>99.8764</b>	<b>0.1236</b>
<b>Total</b>		<b>774550662</b>	<b>594486011</b>	<b>76.7524</b>	<b>536890824</b>	<b>57595187</b>	<b>90.3118</b>	<b>9.6882</b>

<b>Resolution No.4:</b>	Re-appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company.
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	56276362	32399491	63.4630	36.5370

	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>56276362</b>	<b>32399491</b>	<b>63.4630</b>	<b>36.5370</b>
Public Non Institutions	E-Voting	187738373	24601276	13.1040	24590830	10446	99.9575	0.0425
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24601276</b>	<b>13.1040</b>	<b>24590830</b>	<b>10446</b>	<b>99.9575</b>	<b>0.0425</b>
<b>Total</b>		<b>774550662</b>	<b>594494819</b>	<b>76.7535</b>	<b>562084882</b>	<b>32409937</b>	<b>94.5483</b>	<b>5.4517</b>

**CERTIFIED TRUE COPY OF MINUTES OF THE PROCEEDINGS NO. 01/2024-25 HELD ON MONDAY MAY 13, 2024 AT 09:15 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH REMOTE E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEREUNDER ON THE SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE DATED APRIL 08, 2024.**

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The Board of Directors of the Company on April 08, 2024 have accorded approval for the proposal to conduct Postal Ballot by Remote e-Voting/e-Voting procedure pursuant to Sections 108 and 110 of the Companies Act, 2013 ("**Act**"), read with Rules 20 and 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 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 8, 2021, General Circular No.02/2022 dated May 5, 2022 ,General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 15,2023 issued by the Ministry of Corporate Affairs issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and 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 and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("**SEBI Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("**SEBI Listing Regulations**"). The notice was sent to Members on Saturday, April 13 ,2024.

As provided in the Management Rules, an advertisement was published by the Company on Sunday, April 14, 2024, informing that the Postal Ballot Notice along-with the explanatory statement and e-voting information, were emailed to all those Members who have registered their email ID(s) with the Registrar and Share Transfer Agent/Depositories.

Further, the Board of Directors appointed Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295: 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 Depository Limited ('E-voting Agency/NSDL') for providing e-voting facility to all the Members of the Company on the cut-off date i.e. Monday, April 08, 2024, in terms of the provisions of Sections 110, 108 and other applicable provisions of the Act, MCA Circulars, and SEBI Listing Regulations. The remote e-voting period started on Sunday, April 14, 2024 at 9:00 A. M. IST and remained open till 5:00 P.M. IST on Monday, May 13, 2024.

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. Monday, April 08, 2024 were entitled to cast their votes by remote e-voting.

Accordingly, on closure of the remote e-voting period, Mr. Girish Bhatia, Scrutinizer, on the basis of data on remote e-voting and related documents furnished by NSDL, relating to the postal ballot, submitted his report to the Company on Monday, May 13, 2024.

**Poonawalla Fincorp Limited**

**CIN:** L51504PN1978PLC209007

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

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**SPECIAL RESOLUTION:****1. Approval of Employee Stock Option Plan -2024 – Scheme II (“Plan”)**

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

**“RESOLVED THAT** pursuant to Section 62(1)(b) and all other applicable provisions, of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactment thereof), read with Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, and other rules notified under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE Regulations”**) issued by the Securities and Exchange Board of India (**“SEBI”**) and all the regulations, circulars and notifications issued thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and such other rules, regulations and guidelines issued by any other regulatory or governmental authority (including any statutory modifications or re-enactments thereof for the time being in force) (**“Applicable Law”**), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the 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 and implement the **‘Employee Stock Option Plan -2024 – Scheme II’ ( “Plan”)**. The salient features of the Plan are furnished in the explanatory statement annexed to this Notice. The Plan shall be implemented by way of the issuance and allotment of equity shares of the Company having face value of INR 2/- per share (**“Equity Shares”**), by the grant of employee stock options (**“Options”**), to such persons who are present and future employees of the Company including Directors (other than Promoters or person belonging to the promoter group 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(s) , 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 Plan shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Plan and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB & SE Regulations for the purpose of administration and superintendence of the Plan.

**RESOLVED FURTHER THAT** the maximum number of Options to be granted to the Eligible Employees (of the Company and its holding and subsidiary company(ies) under the Plan, shall not cumulatively exceed 2,00,00,000 (Two Crore) Options and such Options shall not be convertible into Equity Shares exceeding 2,00,00,000 (Two Crore) Equity Shares, except where adjustments, if any, are made by the Board in respect of Options granted to the Eligible Employees under the Plan on account of any changes in capital structure of the Company.

**RESOLVED FURTHER THAT** the Board and / or Nomination and Remuneration Committee be and is hereby authorised to create, offer, issue, grant and allot from time to time, in one or more tranches Equity Shares to the Eligible Employees, on the exercise of Options, from time to time in accordance with the Plan and other Applicable Law in force and such Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board and / or Nomination and Remuneration Committee is empowered to make fair and reasonable adjustment to number of Options granted to the Eligible Employees and / or the price at which such Options may be exercised, in its sole and absolute discretion in accordance with Applicable Law and regulations to the terms of grant made under the Plan in case of any corporate action(s) as stated in the Plan.

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It is hereby clarified that in making such fair and reasonable adjustment, the cumulative Equity Shares transferred to the Eligible Employees on exercise of Options under the Plan can exceed 2,00,00,000 Equity Shares, to the extent that such excess represents a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee 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 Law 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 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 & SE Regulations and other applicable law and regulations to the extent relevant and applicable to the Plan.

**RESOLVED FURTHER THAT** subject to the extent allowed under the Applicable Law and regulations, the Board be and is hereby authorized to delegate its powers to the Nomination and Remuneration Committee of the Board with a power to further delegate to any executives / officers of the Company, to do required acts, deeds, matters and things as also to execute such documents, writings, agreement, etc. as may be deemed necessary in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations, SEBI Listing Regulations and other applicable law.

**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, merchant bankers 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.”

2. **Extension and approval of the ‘Employee Stock Option Plan -2024 – Scheme II’ (“Plan”) to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.**

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

“**RESOLVED THAT** pursuant to Section 62(1)(b) and all other applicable provisions, of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof), read with Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, and other rules notified under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) and all the regulations, circulars and notifications issued thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and such other rules, regulations and guidelines issued by any other regulatory or governmental authority (including any statutory modifications or re-enactments thereof for the

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time being in force) (“**Applicable Law**”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the 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 and implement the ‘**Employee Stock Option Plan - 2024 – Scheme II**’ ( “**Plan**”) the salient features of the Plan are furnished in the explanatory statement annexed to this Notice. The Plan shall be implemented by way of the issuance and allotment of equity shares of the Company having face value of INR 2/- per share (“**Equity Shares**”), by the grant of employee stock options (“**Options**”), to such persons who are present and future employees, including Directors, of the Company’s holding Company and extant and future subsidiary company(ies)(other than Promoters or person belonging to the promoter group 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, 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/or Nomination and Remuneration Committee (“**NRC**”) 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 law in force and such Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the maximum number of Options to be granted to the Eligible Employees (of the Company and its holding and subsidiary company(ies) under the Plan, shall not cumulatively exceed 2,00,00,000 (Two Crore) Options and such Options shall not be convertible into Equity Shares exceeding 2,00,00,000 (Two Crore) Equity Shares, except where adjustments, if any, are made by the Board in respect of Options granted to the Eligible Employees under the Plan on account of any changes in capital structure of the Company.

**RESOLVED FURTHER THAT** the Board and/or NRC is empowered to make fair and reasonable adjustment to number of Options granted to the Eligible Employees and / or the price at which such Options may be exercised, in its sole and absolute discretion in accordance with applicable law and regulations to the terms of grant made under the Plan in case of any corporate action(s) as stated in the Plan. It is hereby clarified that in making such fair and reasonable adjustment, the cumulative Equity Shares transferred to the Eligible Employees on exercise of Options under the Plan can exceed 2,00,00,000 Equity Shares, to the extent that such excess represents a fair and reasonable adjustment.

**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 & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations, SEBI Listing Regulations, and other applicable laws.”

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.**

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

“**RESOLVED THAT** pursuant to Section 62(1)(b) and all other applicable provisions, of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof), read with Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014, and other rules notified under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) and all the regulations, circulars and notifications issued thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and such other rules, regulations and guidelines issued by any other regulatory or governmental authority (including any statutory modifications or re-enactments thereof for the time being in force) (“**Applicable Law**”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to create, grant, offer, issue and allot Options under the **Employee Stock Option Plan – 2024 – Scheme II** (“**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 or person belonging to the promoter group 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 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** the Equity Shares to be issued and allotted by the Company under the Plan shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

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

**RESOLVED FURTHER THAT** that the Board and/or 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.”

4. **Re-appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company.**

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

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**“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, (**“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) and the rules, circulars and guidelines 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. Prabhakar Dalal (DIN: 00544948) 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 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 May 05, 2024 till May 04, 2027 (both dates inclusive).

**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.”

**RESULTS:**

The Report submitted by the Scrutinizer was taken on record. Based on the Scrutinizer's Report, the Special Resolutions as set out in the Notice dated April 08, 2024 was passed by the Members by remote e-voting with requisite majority and shall be deemed to have been passed on Monday, May 13, 2024, the last date of remote e-voting. The results of the postal ballot through e-voting appear as Addendum to the Minutes.

**For Poonawalla Fincorp Limited**

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

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**ADDENDUM TO THE MINUTES OF THE PROCEEDINGS NO. 01/2024-25 HELD ON MONDAY, MAY 13, 2024 AT 09:15 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULTS ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING ON THE SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE DATED APRIL 08, 2024.**

The results of the remote e-voting (EVEN:128330) using the Platform provided by NSDL as per the Scrutinizers Report dated May 13, 2024 is as follows: -

**Summary of votes casted as follows:**

**Item No.1: Approval of Employee Stock Option Plan -2024 – Scheme II (“Plan”)**

**Special Resolution –**

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	692	540,786,224	N. A.	N. A.	692	540,786,224	90.9668
<b>Dissent</b>	228	53,701,157	N. A.	N. A.	228	53,701,157	9.0332
<b>Total</b>	<b>920</b>	<b>594,487,381</b>	<b>N. A.</b>	<b>N. A.</b>	<b>920</b>	<b>594,487381</b>	<b>100.0000</b>

**Item No.2: Extension and approval of the ‘Employee Stock Option Plan -2024 – Scheme II’ (“Plan”) to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.**

**Special Resolution –**

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	673	536,573,575	N. A.	N. A.	673	536,573,575	90.2583
<b>Dissent</b>	242	57,912,801	N. A.	N. A.	242	57,912,801	9.7417
<b>Total</b>	<b>915</b>	<b>594,486,376</b>	<b>N. A.</b>	<b>N. A.</b>	<b>915</b>	<b>594,486,376</b>	<b>100.0000</b>

**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.**

**Special Resolution –**

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	669	536,890,824	N. A.	N. A.	669	536,890,824	90.3118
<b>Dissent</b>	245	57,595,187	N. A.	N. A.	245	57,595,187	9.6882
<b>Total</b>	<b>914</b>	<b>594,486,011</b>	<b>N. A.</b>	<b>N. A.</b>	<b>914</b>	<b>594,486,011</b>	<b>100.0000</b>

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**Item No.4: Re-appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company.**

**Special Resolution –**

Particulars	No. of votes contained in -						(% )
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	803	562,084,882	N. A.	N. A.	803	562,084,882	94.5483
<b>Dissent</b>	113	32,409,937	N. A.	N. A.	113	32,409,937	5.4517
<b>Total</b>	<b>916</b>	<b>594,494,819</b>	<b>N. A.</b>	<b>N. A.</b>	<b>916</b>	<b>594,494,819</b>	<b>100.0000</b>

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

	Poonawalla Fincorp Limited
Date of announcement of Postal Ballot results.	May 13, 2024
Total no. of shareholders on record date (Cut-off date i.e April 08, 2024)	2,13,517
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

<b>Resolution No.1:</b>	Approval of Employee Stock Option Plan -2024 – Scheme II (“Plan”)
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	34992498	53683355	39.4611	60.5389
	Poll		0	0.0000	0	0	0.0000	0.0000

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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>34992498</b>	<b>53683355</b>	<b>39.4611</b>	<b>60.5389</b>
Public Non Institutions	E-Voting	187738373	24593838	13.1001	24576036	17802	99.9276	0.0724
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24593838</b>	<b>13.1001</b>	<b>24576036</b>	<b>17802</b>	<b>99.9276</b>	<b>0.0724</b>
<b>Total</b>		<b>774550662</b>	<b>594487381</b>	<b>76.7525</b>	<b>540786224</b>	<b>53701157</b>	<b>90.9668</b>	<b>9.0332</b>

<b>Resolution No.2:</b>	Extension and approval of the 'Employee Stock Option Plan -2024 – Scheme II' ("Plan") to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	30781061	57894792	34.7119	65.2881
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>30781061</b>	<b>57894792</b>	<b>34.7119</b>	<b>65.2881</b>
Public Non Institutions	E-Voting	187738373	24592833	13.0995	24574824	18009	99.9268	0.0732
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24592833</b>	<b>13.0995</b>	<b>24574824</b>	<b>18009</b>	<b>99.9268</b>	<b>0.0732</b>
<b>Total</b>		<b>774550662</b>	<b>594486376</b>	<b>76.7524</b>	<b>536573575</b>	<b>57912801</b>	<b>90.2583</b>	<b>9.7417</b>

Poonawalla Fincorp Limited

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<b>Resolution No.3:</b>	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	31111061	57564792	35.0840	64.9160
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>31111061</b>	<b>57564792</b>	<b>35.0840</b>	<b>64.9160</b>
Public Non Institutions	E-Voting	187738373	24592468	13.0993	24562073	30395	99.8764	0.1236
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24592468</b>	<b>13.0993</b>	<b>24562073</b>	<b>30395</b>	<b>99.8764</b>	<b>0.1236</b>
<b>Total</b>		<b>774550662</b>	<b>594486011</b>	<b>76.7524</b>	<b>536890824</b>	<b>57595187</b>	<b>90.3118</b>	<b>9.6882</b>

<b>Resolution No.4:</b>	Re-appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company.
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

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Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>481217690</b>	<b>100.0000</b>	<b>481217690</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	105594599	88675853	83.9776	56276362	32399491	63.4630	36.5370
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88675853</b>	<b>83.9776</b>	<b>56276362</b>	<b>32399491</b>	<b>63.4630</b>	<b>36.5370</b>
Public Non Institutions	E-Voting	187738373	24601276	13.1040	24590830	10446	99.9575	0.0425
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24601276</b>	<b>13.1040</b>	<b>24590830</b>	<b>10446</b>	<b>99.9575</b>	<b>0.0425</b>
<b>Total</b>		<b>774550662</b>	<b>594494819</b>	<b>76.7535</b>	<b>562084882</b>	<b>32409937</b>	<b>94.5483</b>	<b>5.4517</b>

For Poonawalla Fincorp Limited

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

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