

January 23, 2023

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

Ref: Our Letter dated: December 23, 2022

Pursuant to Regulations 30 and 44 of SEBI Listing Regulations, please find enclosed herewith the result of the Postal Ballot through e-voting process, which was announced on January 23, 2023, at the registered office of Poonawalla Fincorp Limited (hereinafter referred as 'the Company') w.r.t the matter of approval for divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary as set out in the Notice dated December 22, 2022.

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 January 23, 2023. Based on the report received from the Scrutinizer, the resolution(s) w.r.t the aforesaid matter has been declared as passed with requisite majority by means of Postal Ballot through e-voting process and shall be deemed to have been passed on January 22, 2023 the last date of e-voting.

A copy of the Scrutinizer's Report along with certified copy of Minutes of the proceedings and results of Postal Ballot are enclosed herewith for your information and record. The Postal Ballot results are also being hosted on the Company's website [www.poonawallafincorp.com](http://www.poonawallafincorp.com).

This is for your information and record.

Thanking you.

Yours faithfully,

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

**SHABNU** Digitally signed by  
SHABNUM ZAMAN  
**M ZAMAN** Date: 2023.01.23  
17:56:39 +05'30'

Shabnum Zaman  
Company Secretary  
ACS No. 13918

**Encl:** As above

**Poonawalla Fincorp Limited**

(Formerly known as Magma Fincorp Limited)

**CIN:** L51504PN1978PLC209007

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

**T:** +91 20 67808090 | **E:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

**Report of the Scrutinizer(s)**

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

To

The Board of Directors

**POONAWALLA FINCORP LIMITED**

(Formerly MAGMA 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 (e-Voting) Results**

The Board of Directors of Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited) [hereinafter referred to as the "**Company**"] on December 22, 2022, have appointed me (Girish Bhatia having FCS No.3295 and CP No.13792) as the Scrutinizer to conduct and scrutinize the Postal Ballot e-Voting process in a fair and transparent manner in respect of Resolutions as circulated /stated in the Postal Ballot Notice dated December 22, 2022 ("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 and the General Circular No.11/2022 dated 28.12.2022 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("**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 December 22, 2022.



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

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

1. The Company has appointed NSDL as Service Provider, for the purpose of extending the facility of e-Voting to the Members of the Company through their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). M/s. Link Intime India Private Limited is the Registrar and Transfer Agent (R&TA) of the Company.
2. The Company on December 23, 2022 completed sending of Postal Ballot Notice and Explanatory Statement to its Members by e-Mail whose name(s) appeared on the Register of Members as on December 21, 2022 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 **Saturday, December 24, 2022 at 9:00 A. M. IST and remained open till 5:00 P. M. IST on Sunday, January 22, 2023** 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. **Wednesday, December 21, 2022** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated December 21, 2022.
5. The requisite Public Advertisement with respect to despatch of Postal Ballot Notice pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended) was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Loksatta" (in Marathi language) on **Saturday, December 24, 2022**.
6. Particulars of all the votes cast by electronic means have been entered in a register separately maintained for the purpose.
7. The votes casted by e-Voting were duly unblocked in the presence of 2 (two) witnesses. Votes cast by e-Voting were matched with the Register of Members of the Company / list of beneficiaries and checked. The votes downloaded from the e-Voting system were collated on **Sunday, January 22, 2023 after 5:30 P. M.**
8. All votes cast through e-Voting upto 5:00 P.M. on Sunday, January 22, 2023, 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 Wednesday, December 21, 2022, 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., December 21, 2022   | 215639         |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoter and Promoter Group:<br>Public: | Not Applicable |

**Item No.1: Special Resolution** – Approval for divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary.

| Particulars    | No. of votes contained in - |                  |               |              |            |                  | (%)             |
|----------------|-----------------------------|------------------|---------------|--------------|------------|------------------|-----------------|
|                | e-Voting                    |                  | Postal Ballot |              | Total      |                  |                 |
|                | No.                         | Votes            | No.           | Votes        | No.        | Votes            |                 |
| <b>Assent</b>  | 697                         | 597068971        | N. A.         | N. A.        | 697        | 597068971        | 99.9974         |
| <b>Dissent</b> | 60                          | 15378            | N. A.         | N. A.        | 60         | 15378            | 0.0026          |
| <b>Total</b>   | <b>757</b>                  | <b>597084349</b> | <b>N. A.</b>  | <b>N. A.</b> | <b>757</b> | <b>597084349</b> | <b>100.0000</b> |

Based on the aforesaid results, the Special Resolution(s) as contained in the Notice dated December 22, 2022 have been passed with the requisite majority and shall be deemed to have been passed on January 22, 2023, the last date of e-Voting.

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: 23/01/2023

**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 F003295D003032411  
Peer Review No.2011/2022



**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 December 22, 2022, 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 January 22, 2023, at around 5:30 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  
(Formerly, Magma Fincorp Limited)

SHABNU Digitally signed by  
SHABNUM ZAMAN  
M ZAMAN Date: 2023.01.23  
18:38:03 +05'30'

Shabnum Zaman  
Company Secretary  
ACS No. 13918

### RESULTS OF POSTAL BALLOT THROUGH E-VOTING PROCESS

Pursuant to Sections 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 w.r.t. the matter of approval for divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary as set out in the Notice dated December 22, 2022.

Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295 CP No.13792), Scrutinizer appointed for conducting the Postal Ballot process and following results were announced on January 23, 2023.

**The Summary of the results are as follows:**

#### Item No.1:

**Special Resolution** – Approval for divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary.

| Particulars  | No. of votes contained in - |                  |               |              |            |                  | (%)             |
|--------------|-----------------------------|------------------|---------------|--------------|------------|------------------|-----------------|
|              | e-Voting                    |                  | Postal Ballot |              | Total      |                  |                 |
|              | No.                         | Votes            | No.           | Votes        | No.        | Votes            |                 |
| Assent       | 697                         | 597068971        | N. A.         | N. A.        | 697        | 597068971        | 99.9974         |
| Dissent      | 60                          | 15378            | N. A.         | N. A.        | 60         | 15378            | 0.0026          |
| <b>Total</b> | <b>757</b>                  | <b>597084349</b> | <b>N. A.</b>  | <b>N. A.</b> | <b>757</b> | <b>597084349</b> | <b>100.0000</b> |

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

| Particulars   | Special Resolution |
|---|--------------------|
| Date of announcement of postal ballot results through e- voting               | 23 January 2023    |
| Date of Notice of Postal Ballot   | 22 December 2022   |
| Record date for reckoning voting rights                                       | 21 December 2022   |
| Total no. of shareholders on record date (Cut-off date i.e December 21, 2022) | 2,15,639           |

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|  |                |
|--|----------------|
| No. of shareholders present in meeting either in person or through proxy:<br>Promoter and Promoter Group:<br>Public:<br>Total: | Not applicable |
| No. of shareholders attended the meeting through video conferencing:<br>Promoter and Promoter Group:<br>Public:<br>Total:      | Not applicable |

|   |   |
|---|---|
| <b>Resolution No.1:</b>   | Approval for divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary. |
| <b>Resolution Required (Ordinary / Special)</b>                             | 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       | 470405352                 | 470405352                  | 100.0000  | 470405352        | 0            | 100.0000               | 0.0000                  |
|                           | Postal Ballot  |                           | 0                          | 0.0000  | 0                | 0            | 0.0000                 | 0.0000                  |
| Public – Institutions     | e-Voting       | 90292866                  | 80439510                   | 89.0873   | 80439510         | 0            | 100.0000               | 0.0000                  |
|                           | Postal Ballot  |                           | 0                          | 0.0000  | 0                | 0            | 0.0000                 | 0.0000                  |
| Public – Non-Institutions | e-Voting       | 204420769                 | 46239487                   | 22.6198   | 46224109         | 15378        | 99.9667                | 0.0333                  |
|                           | Postal Ballot  |                           | 0                          | 0.0000  | 0                | 0            | 0.0000                 | 0.0000                  |
| <b>Total</b>              |                | <b>765118987</b>          | <b>597084349</b>           | <b>78.0381</b>  | <b>597068971</b> | <b>15378</b> | <b>99.9974</b>         | <b>0.0026</b>           |

Above resolution as set out in the Notice dated December 22, 2022 have been passed with requisite majority and shall be deemed to have been passed on January 22, 2023 the last date of e-voting.

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

**SHABNU** Digitally signed by  
SHABNUM ZAMAN  
**M ZAMAN** Date: 2023.01.23  
18:46:50 +05'30'

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

Place: Pune  
Date: January 23, 2023

**Poonawalla Fincorp Limited**  
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**CERTIFIED TRUE COPY OF THE MINUTES OF THE PROCEEDINGS NO. 04/2022-23 HELD ON JANUARY 23, 2023 AT 5:30 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED (FORMERLY KNOWN AS, 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 RESOLUTION UNDER VARIOUS SECTIONS OF THE COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS SET OUT IN THE NOTICE DATED DECEMBER 22, 2022**

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The Board of Directors of the Company on December 22, 2022 have accorded approval for the proposal to conduct Postal Ballot by e-Voting procedure pursuant to Sections 108 and 110 of the Companies Act, 2013 ("**the 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 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, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No.03/2022 dated May 5, 2022, Sissued by the Ministry of Corporate Affairs ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("**Listing Regulations**"). The notice was sent to members on December 23, 2022.

As provided in Rule 22 as well as sub-rule 4 of Rule 20 of the Management Rules, an advertisement was published by the Company on December 24, 2022 informing that the 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 Company/Depositories.

Further, the Board of Directors had 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 and Depository Limited ('E-voting Agency/NSDL') for providing e-voting facility to all the Members of the Company on the cut-off date, in terms of the provisions of Sections 110, 108 and other applicable provisions of the Act, MCA Circulars, and Listing Regulations. The e-voting period had started on Saturday, December 24, 2022 at 09:00 A.M. IST and ended on Sunday, January 22, 2023 at 05:00 P.M. IST.

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. Wednesday December 21, 2022 were entitled to cast their votes by e-voting.

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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 to the Company on January 23, 2023.

**SPECIAL RESOLUTION:**

**1) Approval for divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary.**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and such other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 25(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Regulation 24 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Foreign Exchange and Management Act, 1999, and the rules and regulations issued thereunder (“FEMA”), any other rules / regulations / guidelines, if any, prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“SEBI”), Reserve Bank of India, stock exchanges where the securities of the Company are listed, and / or any other statutory / regulatory authority and the Memorandum and Articles of Association of the Company, and subject to completion of certain agreed contractual conditions including obtaining approvals, consents and permissions as may be necessary from statutory / regulatory authorities / third parties (including Reserve Bank of India/ National Housing Board and lenders) and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board or committee constituted / to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to sell or transfer or divest 249,821,117 equity shares held by the Company in its material subsidiary, Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited), to Perseus SG Pte. Ltd. (**“Purchaser”**), an entity affiliated to TPG Global LLC, at a purchase consideration based on a per equity share price of INR 152.84/- representing a total equity value of the Company of INR 39,000,000,000/- (Indian Rupees Three Thousand Nine Hundred Crores) and on such terms and conditions as set forth in the Share Purchase Agreement (**“SPA”**) executed between the Company, Poonawalla Housing Finance Limited and Perseus SG Pte. Ltd dated December 14, 2022 (**“Proposed Transaction”**).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake and perform all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution or to settle any question, difficulty or doubt that may arise in this regard or incidental thereto, take any other steps which may be incidental, consequential, relevant or ancillary in this regard (including but not limited to negotiating, executing and finalizing any other ancillary definitive agreements (or amendments thereto), for giving effect to the Proposed Transaction or pursuant to the SPA, obtaining the required approvals from all appropriate regulatory authorities and

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third parties, including the Reserve Bank of India/National Housing Bank, bankers/lenders etc, making filings with various regulatory authorities, etc), as it may in its absolute discretion deem fit in the interest of the Company, without being required to seek any further consent or approval of the Members and the decision of the Board of Directors shall be final and conclusive in such regard.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred herein, to any directors or any such officer (s) of the Company as the Board of Directors may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as may be deemed fit and proper for the purposes of giving effect to the aforesaid resolution including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**RESULTS:**

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

Based on the Scrutinizer's Report, the Company Secretary thereafter stated that the Special Resolution as set out in the Notice dated December 22, 2022, was passed under the Postal Ballot by e-voting with requisite majority and shall be deemed to have been passed on January 22, 2023, the last date of e-voting.

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

SHABNU Digitally signed by  
SHABNUM ZAMAN  
M ZAMAN Date: 2023.01.23  
18:00:24 +05'30'

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

**Poonawalla Fincorp Limited**  
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**ADDENDUM TO THE MINUTES OF THE PROCEEDINGS NO. 04/2022-23 HELD ON MONDAY JANUARY 23, 2023 AT 5:30 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED (FORMERLY KNOWN AS MAGMA FINCORP LIMITED) ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING ON THE SPECIAL RESOLUTION AS SET OUT IN THE NOTICE DATED DECEMBER 22, 2022.**

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

Pursuant to Sections 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**") the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolution proposed in the Postal Ballot Notice dated December 22, 2022. The remote e-voting opened on Saturday 24, 2022 at 09:00 A.M. IST and ended on Sunday, January 22, 2023 at 05:00 P.M. IST.

Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295, CP No. 13792), the Scrutinizer has carried out the scrutiny of all the electronic votes received up to the end of e-voting period.

The result of the remote e-voting (EVEN: 123127) using the Platform provided by NSDL as per the Scrutinizers' Report dated January 23, 2023 is as follows: -

**Summary of votes casted as follows:**

- Item No.1:** Divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary.

**Special Resolution -**

| Particulars    | No. of votes contained in - |                  |               |              |            |                  | (%)             |
|----------------|-----------------------------|------------------|---------------|--------------|------------|------------------|-----------------|
|                | e-Voting                    |                  | Postal Ballot |              | Total      |                  |                 |
|                | No.                         | Votes            | No.           | Votes        | No.        | Votes            |                 |
| <b>Assent</b>  | 697                         | 597068971        | N. A.         | N. A.        | 697        | 597068971        | 99.9974         |
| <b>Dissent</b> | 60                          | 15378            | N. A.         | N. A.        | 60         | 15378            | 0.0026          |
| <b>Total</b>   | <b>757</b>                  | <b>597084349</b> | <b>N. A.</b>  | <b>N. A.</b> | <b>757</b> | <b>597084349</b> | <b>100.0000</b> |

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

| Particulars   | Special Resolution |
|---|--------------------|
| Date of announcement of postal ballot results through e-voting                | 23 January, 2023   |
| Date of Notice of Postal Ballot   | 22 December 2022   |
| Record date for reckoning voting rights                                       | 21 December 2022   |
| Total no. of shareholders on record date (Cut-off date i.e December 21, 2022) | 2,15,639           |

**Poonawalla Fincorp Limited**

(Formerly known as Magma Fincorp Limited)

**CIN:** L51504PN1978PLC209007

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

**T:** +91 20 67808090 | **E:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

|   |                |
|---|----------------|
| No. of shareholders present in meeting either in person or through proxy:<br>Promoter and Promoter Group: Public:<br>Total: | Not applicable |
| No. of shareholders attended the meeting through video conferencing:<br>Promoter and Promoter Group: Public:<br>Total:      | Not applicable |

| <b>Resolution No.1:</b>  |                | Approval for divestment of entire stake held by the Company in Poonawalla Housing Finance Limited, its material subsidiary. |                            |   |                  |              |                          |                           |
|--|----------------|---|----------------------------|---|------------------|--------------|--------------------------|---------------------------|
| <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 | 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       | 470405352   | 470405352                  | 100.0000  | 470405352        | 0            | 100.0000                 | 0.0000                    |
|  | Postal Ballot  |   | 0                          | 0.0000  | 0                | 0            | 0.0000                   | 0.0000                    |
| Public – Institutions  | e-Voting       | 90292866  | 80439510                   | 89.0873   | 80439510         | 0            | 100.0000                 | 0.0000                    |
|  | Postal Ballot  |   | 0                          | 0.0000  | 0                | 0            | 0.0000                   | 0.0000                    |
| Public – Non-Institutions  | e-Voting       | 204420769   | 46239487                   | 22.6198   | 46224109         | 15378        | 99.9667                  | 0.0333                    |
|  | Postal Ballot  |   | 0                          | 0.0000  | 0                | 0            | 0.0000                   | 0.0000                    |
| <b>Total</b>   |                | <b>765118987</b>  | <b>597084349</b>           | <b>78.0381</b>  | <b>597068971</b> | <b>15378</b> | <b>99.9974</b>           | <b>0.0026</b>             |

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

SHABNU M ZAMAN  
Digitally signed by SHABNUM ZAMAN  
Date: 2023.01.23 18:00:54 +05'30'

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

**Poonawalla Fincorp Limited**  
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