

April 17, 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 (East),  
Mumbai - 400 051.

**NSE Symbol: POONAWALLA**

**Subject: Compliance Certificate from Practicing Company Secretary for the year ended March 31, 2023 as per Regulation 40(9) and 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Please find enclosed herewith certified true copy of the Compliance Certificate from Practicing Company Secretary for the year ended March 31, 2023 in accordance with Regulation 40(9) and Regulation 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take note of the same.

Thanking You,

Yours faithfully,

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

SHABNUM  
ZAMAN

Digitally signed by  
SHABNUM ZAMAN  
Date: 2023.04.17  
18:59:17 +05'30'

**Shabnum Zaman**  
**Company Secretary**  
**ACS-13918**

**Enc: 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

**CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

I have examined Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to Poonawalla Fincorp Limited (formerly known as Magma Fincorp Limited) [CIN-L51504PN1978PLC209007], having its Registered Office at 201 and 202, 2<sup>nd</sup> Floor, AP81, Koregaon Park Annex, Mundhwa, Pune, 411036, Maharashtra (“the Company”) maintained by its old Registrar & Share Transfer Agent, M/s. Niche Technologies Private Limited (CIN – U74140WB1994PTC062636), having its Registered Office at 3A, Auckland Place, 7<sup>th</sup> Floor, Room No.7A & 7B, Kolkata, 700017, West Bengal [“the old RTA”] upto December 14, 2022 and from December 15, 2022 its new Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited (CIN – U67190MH1999PTC118368), having its Registered Office at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, 400083, Maharashtra [“the new RTA”] pertaining to the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 for the purpose of issuing a Certificate as per Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, based on examination as well as information and explanations furnished to me which to the best of my knowledge and belief were necessary for the purpose of our certification, M/s. Niche Technologies Private Limited (CIN – U74140WB1994PTC062636), the old RTA and M/s. Link Intime India Private Limited (CIN – U67190MH1999PTC118368), the new RTA for privately placed Debentures and KFin Technologies Limited (CIN– U72400TG2017PLC117649) (formerly known as KFin Technologies Private Limited), having its Registered Office at Selenium, Tower B, Plot No.31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy TG - 500 032 the RTA for Public Issue of Secured Redeemable Non-Convertible Debentures (‘Public NCDs), pertaining to transfer of Privately Placed Debentures and Public NCDs issued by the Company for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 for the purpose of issuing a Certificate as per Regulation 61(4) read with Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I hereby certify that during the year ended on 31<sup>st</sup> March 2023:

**A. For Equity Shares:**

- (i) The Company / the old and new RTAs have not received any request for transfer of shares during the year ended 31<sup>st</sup> March 2023 and hence question of delivery of Share Certificate(s) within one month relating to the Share Transfer during the said year does not arise. Requests for physical transmission were received and effected in time and the certificate(s) were endorsed with the issuance of a Letter of Confirmation within the prescribed time as per SEBI’s operational guidelines;



- (ii) The old RTA has received a request for issue of duplicate share certificate(s) during the aforesaid period and the necessary new duplicate share certificate(s) have been issued with the issuance of Letter of Confirmation as per SEBI's operational guidelines;
- (iii) The Company / the old and new RTAs have not received any request for sub-division, consolidation, renewal, exchange, or endorsement of calls / allotment monies during the aforesaid period.
- (iv) Any other information, if applicable: N.A.

**B. For Privately placed NCDs:**

Since all the Debenture(s) issued by the Company are in dematerialized form, no physical Debenture Certificate(s) were required to be delivered by the Company.

**C. For Public NCDs:**

Since all the Debenture(s) issued by the Company are in dematerialized form, no physical Debenture Certificate(s) were required to be delivered by the Company.

**GIRISH BHATIA**  
*Company Secretary in Practice*

*Girish*

**(CS GIRISH BHATIA)**  
**Practising Company Secretary**  
**FCS: 3295 CP: 13792**  
**UDIN: F003295E000115451**  
**PEER REVIEW NO 2011/2022**

Place: Kolkata  
Date: 17/04/2023



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