

February 20, 2024

BSE Limited

Corporate Relationship Department
25th 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: January 20, 2024

Pursuant to SEBI Listing Regulations, please find enclosed herewith the results of the Postal Ballot through remote e-voting process, which was announced on Tuesday, February 20, 2024, at the registered office of Poonawalla Fincorp Limited (hereinafter referred as 'the Company') w.r.t the following Special Resolutions:

1. Approval for the Employees Stock Option Plan – 2024 through an employee welfare trust.
2. Approval for secondary acquisition of shares of the Company by an employee welfare trust for the purpose of implementation of Employee Stock Option Plan – 2024.
3. Extension of the Employee Stock Option Plan – 2024 to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.
4. Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
5. Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the holding and subsidiary(ies) companies of the Company.
6. Provision of money by the Company for purchase of its own shares by the employee welfare trust for the benefit of its employees under Employee Stock Option Plan – 2024.

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 Tuesday, February 20, 2024. Based on the report received from the Scrutinizer, the 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, February 19, 2024, the last date of remote e-voting.

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

1. Report of Scrutinizer dated February 20, 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.

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

The Postal Ballot results are also being hosted on the Company's website 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, 2nd 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 January 18, 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 January 18, 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 January 05, 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 January 18, 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. M/s. Link Intime India Private Limited is the Registrar and Transfer Agent (R&TA) of the Company.
2. The Company on January 20, 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 January 18, 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, January 21, 2024 at 09:00 A. M. IST and remained open till 5:00 P. M. IST on Monday, February 19, 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 **January 18, 2024** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated January 18, 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 January 21, 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) 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 **February 19, 2024 after 5:30 P. M.**
8. All votes cast through e-Voting up to 5:00 P.M. on February 19, 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 January 18, 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., January 18, 2024	1,99,237
No. of Shareholders attended the meeting through Video Conferencing Promotor and Promotor Group: Public:	Not Applicable

ItemNo.1: Special Resolution– Approval for the Employee Stock Option Plan -2024 through an employee welfare trust.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	810	549035140	N.A.	N.A.	810	549035140	90.526
Dissent	205	57460420	N.A.	N.A.	205	57460420	9.474
Total	1015	606495560	N.A.	N.A.	1015	606495560	100.000

ItemNo.2: Special Resolution– Approval for secondary acquisition of shares of the company by an employee welfare trust for the purpose of implementation of Employee Stock Option Plan -2024.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	806	549027893	N.A.	N.A.	806	549027893	90.526
Dissent	201	57459977	N.A.	N.A.	201	57459977	9.474
Total	1007	606487870	N.A.	N.A.	1007	606487870	100.000

ItemNo.3: Special Resolution– Extension of the Employee Stock Option Plan -2024 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	797	549024062	N.A.	N.A.	797	549024062	90.525
Dissent	208	57463524	N.A.	N.A.	208	57463524	9.475
Total	1005	606487586	N.A.	N.A.	1005	606487586	100.000



ItemNo.4: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	792	549023654	N.A.	N.A.	792	549023654	90.525
Dissent	208	57463689	N.A.	N.A.	208	57463689	9.475
Total	1000	606487343	N.A.	N.A.	1000	606487343	100.000

ItemNo.5: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 holding and subsidiary (ies) companies of the Company.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	785	549021896	N.A.	N.A.	785	549021896	90.525
Dissent	216	57465549	N.A.	N.A.	216	57465549	9.475
Total	1001	606487445	N.A.	N.A.	1001	606487445	100.000

ItemNo.6:Special Resolution- Provision of Money by the Company for purchase of its own shares by the employee welfare trust for the benefit of its Employees under Employees Stock Option Plan 2024.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	796	549026958	N.A.	N.A.	796	549026958	90.526
Dissent	206	57460464	N.A.	N.A.	206	57460464	9.474
Total	1002	606487422	N.A.	N.A.	1002	606487422	100.000

Based on the above results, resolution(s) no.1,2,3,4,5 and 6 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.

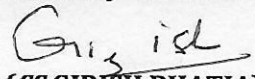
Thanking You,



Place: Kolkata
Date: February 20, 2024

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


(CS GIRISH BHATIA)
Practising Company Secretary
FCS: 3295 CP: 13792
UDIN:F003295E003456901
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 January 18, 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 in our presence on February 19, 2024, 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

Shabnum Zaman
Company Secretary
ACS No: 13918

RESULTS OF POSTAL BALLOT

	Poonawalla Fincorp Limited
Date of announcement of Postal Ballot results.	February 19, 2024
Total no. of shareholders on record date (Cut-off date i.e January 18, 2024)	1,99,237
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

Resolution No.1:	Approval for the Employees Stock Option Plan – 2024 through an employee welfare trust.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38772883	20.5942	38720068	52815	99.8638	0.1362
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38772883	20.5942	38720068	52815	99.8638	0.1362
Total		768852943	606495560	78.8832	549035140	57460420	90.5258	9.4742

Resolution No.2:	Approval for secondary acquisition of shares of the Company by an employee welfare trust for the purpose of implementation of Employee Stock Option Plan - 2024
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38765193	20.5901	38712821	52372	99.8649	0.1351
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38765193	20.5901	38712821	52372	99.8649	0.1351
Total		768852943	606487870	78.8822	549027893	57459977	90.5258	9.4742

Resolution No.3:	Extension of the Employee Stock Option Plan – 2024 to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38764909	20.5900	38708990	55919	99.8557	0.1443
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764909	20.5900	38708990	55919	99.8557	0.1443
Total		768852943	606487586	78.8821	549024062	57463524	90.5252	9.4748

Resolution No.4:	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072

Public Non Institutions	E-Voting	188270728	38764666	20.5899	38708582	56084	99.8553	0.1447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764666	20.5899	38708582	56084	99.8553	0.1447
Total		768852943	606487343	78.8821	549023654	57463689	90.5252	9.4748

Resolution No.5:	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the holding and subsidiary(ies) companies of the Company.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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
Promoter and Promoter Group	E-Voting	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38764768	20.5899	38706824	57944	99.8505	0.1495
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764768	20.5899	38706824	57944	99.8505	0.1495
Total		768852943	606487445	78.8821	549021896	57465549	90.5249	9.4751

Resolution No.6:	Provision of money by the Company for purchase of its own shares by the employee welfare trust for the benefit of its Employees under Employee Stock Option Plan 2024.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38764745	20.5899	38711886	52859	99.8636	0.1364
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764745	20.5899	38711886	52859	99.8636	0.1364
Total		768852943	606487422	78.8821	549026958	57460464	90.5257	9.4743

CERTIFIED TRUE COPY OF MINUTES OF THE PROCEEDINGS NO. 03/2023-24 HELD ON TUESDAY FEBRUARY 20, 2024 AT 11:00 A.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 RESOLUTION AS SET OUT IN THE NOTICE DATED JANUARY 18, 2024.

The Board of Directors of the Company on January 18, 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 8, 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, January 20, 2024.

As provided in Rule 22 and Rule 20(4) of the Management Rules, an advertisement was published by the Company on Sunday, January 21, 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. Thursday, January 18, 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 at Sunday, January 21, 2024 at 9:00 A. M. IST and remained open till 5:00 P.M. IST on Monday, February 19, 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. Thursday, January 18, 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 Tuesday, February 20, 2024.

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SPECIAL RESOLUTIONS:**1. Approval for the Employee Stock Option Plan – 2024 through an employee welfare trust.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactment thereof) read with the rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) as amended, the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (**“SBEB & SE Regulations”**) as amended, issued by the Securities and Exchange Board of India (**“SEBI”**) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted / delegated in order to exercise its powers, including the powers, conferred by this resolution) to approve ‘Employee Stock Option Plan - 2024’ (**“ESOP - 2024”** or **“Plan”**) which having face value of INR 2 (**“Equity Shares”**) by an employee welfare trust, the salient features of which are furnished in the explanatory statement annexed to this Notice to such persons who are present and future employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (**“Eligible Employees”**), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Plan and applicable law.

RESOLVED FURTHER THAT the maximum number of options to be granted to the Eligible Employees (of both, the Company and its holding and subsidiary company(ies)) under the ESOP-2024, shall not cumulatively exceed 1,50,00,000 (One Crore Fifty Lakhs) options and such options shall not be convertible into Equity Shares exceeding 1,50,00,000 (One Crore Fifty Lakhs) 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 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 laws and regulations to the terms of grant made under the Plan in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares. 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 1,50,00,000 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 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 transferred 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

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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 should conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

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

2. Approval for secondary acquisition of shares of the Company by an employee welfare trust for the purpose of implementation of Employee Stock Option Plan – 2024.

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

RESOLVED THAT applicable provisions of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof) read with the rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended, the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (“**SBEB & SE Regulations**”) as amended, issued by the Securities and Exchange Board of India (“**SEBI**”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted / delegated in order to exercise its powers, including the powers, conferred by this resolution) to the Board to implement Employee Stock Option Plan -2024 (“**ESOP - 2024**” or “**Plan**”) through an Employee Welfare Trust (hereinafter referred to as “**Trust**”) to be set up as per the provisions of all applicable laws, including without limitation, Indian Trusts Act, 1882, as amended, the Act and SBEB & SE Regulations and the Rules made thereunder and the Trust to acquire, purchase, hold and deal in Equity Shares for the purpose of implementation of the ESOP - 2024 and in due compliance with the provisions of the SBEB & SE Regulations, the Act (including rules framed thereunder) and other applicable laws and regulations so that the total number of Equity Shares acquired by way of secondary acquisition of Equity Shares by the Trust shall not cumulatively exceed 1,50,00,000 (One Crore Fifty Lakhs), throughout the term of the Plan, 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.

3. Extension of the Employee Stock Option Plan – 2024 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 the applicable provisions of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactment thereof) read with the rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) as amended, the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (**“SBEB & SE Regulations”**) as amended, issued by the Securities and Exchange Board of India (**“SEBI”**) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to approve the ‘Employee Stock Option Plan - 2024’ (hereinafter referred to as the **“ESOP- 2024” or “Plan”**) by way of issuance of employee stock options, the salient features of which are furnished in the explanatory statement to this Notice to such persons who are present and future employees, including directors, of the Company’s holding Company and existing and future subsidiary company(ies) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (**“Eligible Employees”**), at such price or prices, in 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, exercisable into corresponding number of fully-paid equity shares of the Company of face value of Rs. 2/- (**“Equity Shares”**), where one employee stock option would convert into one equity share upon exercise and be transferred to the option grantee by the employee welfare trust.

RESOLVED FURTHER THAT the maximum number of options to be granted to the Eligible Employees (of both, the Company and its holding and subsidiary company(ies)) under the ESOP- 2024, shall not cumulatively exceed 1,50,00,000 (One Crore Fifty Lakhs) options and such options shall not be convertible into Equity Shares exceeding 1,50,00,000 (One Crore Fifty Lakhs) 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 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 laws and regulations to the terms of grant made under the Plan in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares. It is hereby clarified that in making such fair and reasonable adjustment, the cumulative equity shares of the Company transferred to the Eligible Employees on exercise of options under the Plan can exceed 1,50,00,000 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

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

4. 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 RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof) read with the rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended, the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (“**SBEB & SE Regulations**”) as amended, issued by the Securities and Exchange Board of India (“**SEBI**”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the Members of the Company be and hereby accords its approval to grant options under the Employee Stock Option Plan – 2024 (“**ESOP -2024 or 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 present or future employees of the Company, including directors of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“**Eligible Employees**”), as may be determined by Nomination and Remuneration Committee from time to time.

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

5. Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the holding and subsidiary(ies) companies 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 the applicable provisions of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof) read with the rules made thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended, the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (“**SBEB & SE Regulations**”) as amended, issued by the Securities and Exchange Board of India (“**SEBI**”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the Members of the Company be and hereby accords its approval to grant options under the Employee Stock Option Plan – 2024 (“**ESOP -2024 or 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 present or future employees of the holding and subsidiary(ies) company, including directors of the Company

(other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“**Eligible Employees**”), as may be determined by Nomination and Remuneration Committee from time to time.

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

6. Provision of money by the Company for purchase of its own shares by the employee welfare trust for the benefit of its Employees under Employee Stock Option Plan 2024.

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

“**RESOLVED THAT** pursuant to the provisions of Section 67 of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (“**SBEB & SE Regulations**”), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the Members be and is hereby accorded to grant an interest free unsecured loans, to provide guarantee or security in connection with a loan or any other financial assistance to, the employee welfare trust (hereinafter referred to as “**Trust**”) set-up or to be set up by the Company from time to time, in one or more tranches, value of which shall not exceed the statutory ceiling of 5% (five percent) of the aggregate of the paid up share capital and free reserves, for the purpose of purchase of fully paid-up equity shares of the Company having face value of INR 2 (“**Equity Shares**”) through secondary market acquisition, in one or more tranches, subject to the ceiling of Equity Shares as may be prescribed under the Employee Stock Option Plan- 2024 and amendment thereto (“**ESOP- 2024**” or “**Plan**”), or under any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as “**Employee Benefit Plans**”), with a view to deal in such Equity Shares in line with the contemplated objectives of the Plan and/or Employee Benefit Plans or for any other purpose(s) as permitted under and in due compliance with the provisions of the SBEB & SE Regulations, the Act (including the rules framed thereunder) and other applicable laws and regulations.

RESOLVED FURTHER pursuant to the applicable provisions of the Act, (including any statutory modifications or re-enactment thereof) read with the rules made thereunder, the Memorandum and Articles of Association of the Company, the SEBI Listing Regulations, SBEB & SE Regulations, issued by SEBI and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the Members of the Company be and hereby accords its approval to the Trust to acquire equity shares of the Company by way of secondary acquisition for implementing the Plan, with such acquisition (in one or more tranches) not cumulatively exceeding 1,50,00,000 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 in the case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re- organisation, change in capital and others, or sub-division or consolidation of equity shares of the Company, the maximum number of equity shares of the Company that can be acquired from the secondary market by the Trust shall stand appropriately adjusted (as may be decided by the Board).

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RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Plan and or Employee Benefit Plans as the case may be.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the ESOP- 2024 in accordance with provisions of SBEB & SE Regulations.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SBEB&SE Regulations & the Trustees of the Trust shall not vote in respect of the Equity Shares held by such Trust & also ensure compliance with SBEB & SE Regulations, the Act (including the rules framed thereunder), and all other applicable laws at all times in connection with dealing with the Equity Shares including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT subject to the extent allowed under the applicable laws and regulations, the Board be and is hereby authorized to delegate such 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."

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 January 18, 2024 was passed by the Members by remote e-voting with requisite majority and shall be deemed to have been passed on Monday, February 19, 2024, the last date of remote e-voting. The results of the postal ballot through e-voting appears 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. 03/2023-24 HELD ON TUESDAY, FEBRUARY 20, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING ON THE SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE DATED JANUARY 18, 2024.

The result of the remote e-voting (EVEN:127352) using the Platform provided by NSDL as per the Scrutinizers' Report dated February 20, 2024 is as follows: -

Summary of votes casted as follows:

Item No.1: Approval for the Employees Stock Option Plan – 2024 through an employee welfare trust.

Special Resolution –

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	810	549035140	N. A.	N. A.	810	549035140	90.526
Dissent	205	57460420	N. A.	N. A.	205	57460420	9.474
Total	1015	606495560	N. A.	N. A.	1015	606495560	100.000

Item No.2: Approval for secondary acquisition of shares of the Company by an employee welfare trust for the purpose of implementation of Employee Stock Option Plan – 2024.

Special Resolution -

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	806	549027893	N. A.	N. A.	806	549027893	90.526
Dissent	201	57459977	N. A.	N. A.	201	57459977	9.474
Total	1007	606487870	N. A.	N. A.	1007	606487870	100.000

Item No.3: Extension of the Employee Stock Option Plan – 2024 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	
Assent	797	549024062	N. A.	N. A.	797	549024062	90.525
Dissent	208	57463524	N. A.	N. A.	208	57463524	9.475
Total	1005	606487586	N. A.	N. A.	1005	606487586	100.000

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Item No.4: 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	
Assent	792	549023654	N. A.	N. A.	792	549023654	90.525
Dissent	208	57463689	N. A.	N. A.	208	57463689	9.475
Total	1000	606487343	N. A.	N. A.	1000	606487343	100.000

Item No.5: Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the holding and subsidiary(ies) companies of the Company.

Special Resolution -

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	785	549021896	N. A.	N. A.	785	549021896	90.525
Dissent	216	57465549	N. A.	N. A.	216	57465549	9.475
Total	1001	606487445	N. A.	N. A.	1001	606487445	100.000

Item No.6: Provision of money by the Company for purchase of its own shares by the employee welfare trust for the benefit of its Employees under Employee Stock Option Plan 2024.

Special Resolution -

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	796	549026958	N. A.	N. A.	796	549026958	90.526
Dissent	206	57460464	N. A.	N. A.	206	57460464	9.474
Total	1002	606487422	N. A.	N. A.	1002	606487422	100.000

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.	February 19, 2024
Total no. of shareholders on record date (Cut-off date i.e January 18, 2024)	1,99,237
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

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Resolution No.1:	Approval for the Employees Stock Option Plan – 2024 through an employee welfare trust.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38772883	20.5942	38720068	52815	99.8638	0.1362
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38772883	20.5942	38720068	52815	99.8638	0.1362
Total		768852943	606495560	78.8832	549035140	57460420	90.5258	9.4742

Resolution No.2:	Approval for secondary acquisition of shares of the Company by an employee welfare trust for the purpose of implementation of Employee Stock Option Plan – 2024.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38765193	20.5901	38712821	52372	99.8649	0.1351
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38765193	20.5901	38712821	52372	99.8649	0.1351
Total		768852943	606487870	78.8822	549027893	57459977	90.5258	9.4742

Resolution No.3:	Extension of the Employee Stock Option Plan – 2024 to the employees of the holding company and subsidiary company(ies) (if any, in future) of the Company.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072

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	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38764909	20.5900	38708990	55919	99.8557	0.1443
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764909	20.5900	38708990	55919	99.8557	0.1443
Total		768852943	606487586	78.8821	549024062	57463524	90.5252	9.4748

Resolution No.4:	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the Company.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38764666	20.5899	38708582	56084	99.8553	0.1447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764666	20.5899	38708582	56084	99.8553	0.1447
Total		768852943	606487343	78.8821	549023654	57463689	90.5252	9.4748

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Resolution No.5:	Grant of employee stock options equal to or exceeding 1% of the issued share capital of the Company to identified employees of the holding and subsidiary(ies) companies of the Company.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	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	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38764768	20.5899	38706824	57944	99.8505	0.1495
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764768	20.5899	38706824	57944	99.8505	0.1495
Total		768852943	606487445	78.8821	549021896	57465549	90.5249	9.4751

Resolution No.6:	Provision of money by the Company for purchase of its own shares by the employee welfare trust for the benefit of its Employees under Employee Stock Option Plan 2024.
Resolution Required (Ordinary / Special)	Special Resolution
Whether Promoter/Promoter group are interested in the agenda or resolution?	No

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		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	477184690	477184690	100.0000	477184690	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
	Total		477184690	100.0000	477184690	0	100.0000	0.0000
Public Institutions	E-Voting	103397525	90537987	87.5630	33130382	57407605	36.5928	63.4072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		90537987	87.5630	33130382	57407605	36.5928	63.4072
Public Non Institutions	E-Voting	188270728	38764745	20.5899	38711886	52859	99.8636	0.1364
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38764745	20.5899	38711886	52859	99.8636	0.1364
Total		768852943	606487422	78.8821	549026958	57460464	90.5257	9.4743

For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No. 13918

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