

October 28, 2022

**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: Submission of Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with reference to our letter dated October 21, 2022 intimating re-appointment of Mr. Bontha Prasada Rao (DIN: 01705080) as an Independent Director on the Board of the Company and Alteration in the Memorandum of Association of the Company, and Board approving the notice for seeking approval of the Members by way of postal ballot, please find enclosed the copy of the notice of postal ballot which has been sent through electronic mode on Friday, October 28, 2022 to the Members of the Company.

Further, we would like to inform that the Postal Ballot Notice has been sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Registrar & Transfer Agent / Depositories as on Friday, October 21, 2022 ("Cut-off date").

Kindly take the same on record.

Thanking you,

**Yours faithfully,**

**For Poonawalla Fincorp Limited**

(Formerly, Magma Fincorp Limited)

**SHABNU** Digitally signed by  
SHABNUM ZAMAN  
**M ZAMAN** Date: 2022.10.28  
20:57:38 +05'30'

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

**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

**POONAWALLA FINCORP LIMITED**

(Formerly, Magma Fincorp Limited)

**Registered office:** 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra**Phone:** 020 6780 8090 **CIN:** L51504PN1978PLC209007**Website:** www.poonawallafincorp.com **Email:** secretarial@poonawallafincorp.com**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)*

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Monday, October 31, 2022 at 9:00 a.m. (IST)</b>	<b>Tuesday, November 29, 2022 at 5:00 p.m. (IST)</b>

**Dear Members,**

**NOTICE** is hereby given that pursuant to 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 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, and the General Circular No.03/2022 dated May 5, 2022 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 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 resolutions appended below are proposed to be passed as Special Resolution by way of Postal Ballot through electronic voting process (“**e-voting**”).

In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Accordingly, the Company is pleased to offer e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote electronically. Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. IST on Tuesday, November 29, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

The Explanatory Statement under Section 102 of the Act setting out the material facts concerning the proposed resolutions and the reasons thereof are annexed hereto for your consideration.

**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

**SPECIAL BUSINESS(ES):****1. Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Bontha Prasada Rao (DIN: 01705080) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and who is eligible for re-appointment and for whom the Company has received notice under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 3 (Three) years effective from December 10, 2022 to December 09, 2025 (both dates inclusive).

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Chief Compliance Officer or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

**2. Alteration of Memorandum of Association of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies and other statutory/regulatory authorities as may be applicable, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Memorandum of Association (**“MoA”**) of the Company by way of complete substitution of the objects clause and the liability clause with the proposed objects clause and liability clause as provided under Annexure B of the Postal Ballot Notice attached herewith duly initialed by the Company Secretary for the purpose of identification.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filing of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Chief Compliance Officer or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

Date: October 21, 2022  
Place: Pune

**By Order of the Board of Directors  
For Poonawalla Fincorp Limited  
(Formerly, Magma Fincorp Limited)**

**Registered Office:**

\*601, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi,  
Mundhwa Road, Pune - 411 036, Maharashtra

Sd/-  
**Shabnum Zaman  
Company Secretary  
ACS No.: 13918**

**NOTES:**

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**Act**”) and Secretarial Standards on General Meetings (“**SS-2**”) setting out material facts are appended herein below.
2. Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295 CP 13792) has been appointed as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on Friday, October 21, 2022 (“**Cut-off date**”) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.13.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
5. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only.
6. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.poonawallafincorp.com](http://www.poonawallafincorp.com) at its weblink i.e. <https://poonawallafincorp.com/pfca/assets/pdf/PFL-Postal-Ballot-Notice-21-Oct-2022.pdf> and websites of the stock exchanges, i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in)
8. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolutions, shall be available for inspection from 10:00 A.M. to 12:00 Noon on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of voting by the Members.
9. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (CDSL) as on Cut-off date. The members whose name appear in the Register of Members/ list of Beneficial Owners as on Cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.

10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Cut-off date fixed for the purpose.
11. The voting through electronic means will commence on Monday, October 31, 2022 at 09:00 A.M. (IST) and will end on Tuesday, November 29, 2022 at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
12. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
13. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (“RTA”), Niche Technologies Pvt. Ltd at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [secretarial@poonawallafincorp.com](mailto:secretarial@poonawallafincorp.com)
14. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated, and shall be hosted at the Company’s website at [www.poonawallafincorp.com](http://www.poonawallafincorp.com). The said public notice shall also mention the process for registration of email ids by those Members who have not yet registered their email-ids with the RTA and Depository Participants.
15. The Scrutinizer will submit their report to the Chairman or any other Director as authorised after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before December 2022 01, at the Registered Office of the Company. The result of the Postal Ballot (including e-voting), along with the Scrutinizer’s Report will be posted on the Company’s website [www.poonawallafincorp.com](http://www.poonawallafincorp.com) at its weblink i.e. <https://poonawallafincorp.com/investor.php>
16. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and NSDL. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, November 29, 2022, being the last date specified by the Company for e-voting.
17. Resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
18. Any query in relation to the resolutions proposed to be passed through Postal Ballot may be addressed to Ms. Shabnum Zaman, Company Secretary at Email: [shabnum.zaman@poonawallafincorp.com](mailto:shabnum.zaman@poonawallafincorp.com)/[secretarial@poonawallafincorp.com](mailto:secretarial@poonawallafincorp.com) or query/ grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of NSDL’s e-voting website or contact Mr. Amit Vishal, Asst. Vice President/ Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, “A” Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 at Toll Free No. 1800 1020 990/ 1800 22 44 30 or at E-mail ID : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
19. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

\*The Members are also informed that pursuant to the resolution passed by the Board of Directors on October 21, 2022, the registered office of the Company has shifted from 601, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi, Mundhwa Road, Pune – 411 036 to 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036.

**General information and instructions relating to e-voting**

**PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING**

In compliance with provisions of Section 108 and 110 of the Act read with Rule 20 of the management Rules including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e- Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be</p>

Type of shareholders	Login Method
	<p>redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  <span data-bbox="607 527 753 562">App Store</span>  <span data-bbox="839 527 1008 562">Google Play</span> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

<b>How to Log-in to NSDL e-Voting website?</b>	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p>	
4. Your User ID details are given below:	
Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 6000001 and EVEN is 122779 then user ID is 1227796000001
5. Password details for shareholders other than Individual shareholders are given below:	
<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.</p> <p>c) How to retrieve your ‘initial password’?</p> <p>(i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID</p>	



- for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [girishbhatia1956@gmail.com](mailto:girishbhatia1956@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in); [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) and [secretarial@poonawallafincorp.com](mailto:secretarial@poonawallafincorp.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President and/ or Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution set out in this Postal Ballot Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to your Depository Participants. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 1:**

The Members of the Company, at the 40th Annual General Meeting of the Company, held on August 31, 2020, considered, and approved the appointment of Mr. Bontha Prasada Rao (DIN: 01705080) as an Independent Director, not liable to retire by rotation, for a term of 3 (Three) years effective from December 10, 2019. The Resolution for appointment of Mr. Bontha Prasada Rao was passed by the Members with an overwhelming majority.

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on October 18, 2022, has unanimously recommended to the Board, the re-appointment of Mr. Bontha Prasad Rao as an Independent Director for second term of 3 (Three) years commencing from December 10, 2022 to December 09, 2025 (both days inclusive).

The NRC, while recommending the re-appointment of Mr. Bontha Prasada Rao, considered various factors, viz., his knowledge & experience; his specific skills helping the Board and the Company in attaining its objectives; his participation in the Board/ Committee deliberations; summary of his performance evaluation; time devoted by him; the number of Board, Committee and General Meetings attended by him; specialized skills and expertise and his independent judgment in the opinion of the entire Board.

Based on the recommendation made by the NRC as above, the Board of Directors, in its meeting held on October 21, 2022 has unanimously decided to re-appoint Mr. Bontha Prasada Rao, for second term of 3 (Three) years commencing from December 10, 2022 to December 09, 2025, not liable to retire by rotation. The remuneration payable to Mr. Bontha Prasada Rao shall be governed by the Remuneration Policy of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("**Act**") from a Member proposing the candidature of Mr. Bontha Prasada Rao for re-appointment as an Independent Director of the Company. Mr. Bontha Prasada Rao has given his consent to be re-appointed and also the confirmation

that he is not disqualified to act as Director in terms of Section 164 of the Act and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR. PD.008/03.10.119/2016-17 dated 1 September 2016, as amended. Besides, he has also provided a confirmation under Section 149(7) of the Act that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and he is independent of the management.

Mr. Bontha Prasada Rao has also confirmed that he has not been debarred from holding office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Bontha Prasada Rao has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

**The brief profile and specific areas of expertise of Mr. Bontha Prasada Rao is as under:**

Mr. Bontha Prasada Rao (68 years) is a Mechanical Engineering Graduate from Jawaharlal Nehru Technological University, Kakinada. He holds a Post-Graduate in Industrial Engineering from NITIE, Mumbai. He possesses versatile and varied experience both in strategic as well as operational management. His area of expertise is Engineering and Manufacturing Management. Mr. Bontha Prasada Rao has served as the Chairman and Managing Director (CMD) of Bharat Heavy Electricals Limited (BHEL), India till December 31, 2015. Mr. Bontha Prasada Rao laid the foundation for diversifying BHEL into non-power businesses such as in Railway transportation, Defence equipment, etc. Forbes magazine ranked BHEL at No. 9 of World's Most Innovative companies in July 2011. He was awarded an honorary Doctorate by Jawaharlal Nehru Technological University, Andhra Pradesh and was a recipient of Dr. SN MITRA Memorial Engineering Excellence Award from INAE. He has been the Chairman of CII Public Sector Enterprises Council, and was on the Board of Governors of IIM, Kashipur. He is recognised as an eminent person in the Power Sector and have served on several technical committees of Government of India on Development of Clean Coal Technologies.

In the opinion of the Board, Mr. Bontha Prasada Rao is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. Further, the Board is of the opinion that there is no conflict arising out of the said re-appointment as Mr. Bontha Prasada Rao do not hold directorship in any other NBFC. In terms of Sections 149, 150, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Bontha Prasada Rao as an Independent Director of the Company for second term of 3 (Three) years commencing December 10, 2022 to December 9, 2025 (both days inclusive) is being placed before the Members for their approval by way of a special resolution.

Mr. Bontha Prasada Rao, if re-appointed, will not be liable to retire by rotation. The copy of terms and conditions of re-appointment of Mr. Bontha Prasada Rao as an Independent Director would be made available for inspection by the members, at the Registered Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at [www.poonawallafincorp.com](http://www.poonawallafincorp.com) till the last date of voting by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Bontha Prasada Rao, to whom the resolution relates to, is concerned or interested, financially or otherwise in the resolution set out at business Item No. 1 of the Postal Ballot Notice.

The Board recommends the Special Resolution as set forth in Item No.1 in the Postal Ballot Notice for the approval of the Members.

**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

Information as required under the Act and Regulation 36(3) of the Listing Regulations and applicable Secretarial Standard for re-appointment of the Director, a statement containing details of the concerned Director as on date of the Postal Ballot Notice is given in **Annexure A** to the Postal Ballot Notice.

**Item no. 2:**

As the Members are aware, Poonawalla Fincorp Limited is a Poonawalla group non-banking finance Company that focuses on consumer and MSME financing. Your Company offers a diversified product suite to address the growing financing needs of the retail financing and the enterprises.

The existing Memorandum of Association ("**MOA**") of the Company was framed in terms of the provisions of the Companies Act, 1956. In view of the re-branding and to achieve long term goals of the Company, it is proposed to alter the objects clause of the MOA of the Company in line with the present business requirements and provisions of the Companies Act, 2013. The changes include insertion of new clauses relevant to the business operations of the Company, and removal of those clauses which may be redundant considering the non-banking financial business of the Company. Further, some clauses have been redrafted or re-arranged, therefore, also resulting in change in the numbering of the existing clauses retained. The liability clause of the MOA has also been re-drafted in accordance with the provisions of the Companies Act, 2013. The draft of the proposed altered clauses of the MOA is provided in **Annexure B** to the Postal Ballot Notice.

The alteration of the MOA of the Company in respect of change of object clause would require the approval of Members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014.

The Board of Directors of the Company in its meeting held on October 21, 2022 has, subject to the approval of the Members in accordance with the provisions of the Companies Act, 2013, and subject to such provisions as may be applicable, approved to alter the existing MOA of the Company in line with the requirements of Section 4 of the Companies Act, 2013.

Hence, it is proposed to alter the MOA of the Company as set out in the resolution under Item No.2 to empower the Board of Directors of the Company to alter the clauses in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the existing businesses of the Company as and when they deem fit, within the overall domain of the non-banking financial nature of the Company.

The copy of the draft altered MOA is available for inspection by the members, at the Registered Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at [www.poonawallafincorp.com](http://www.poonawallafincorp.com) till the last date of voting by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution set out at business Item No. 2 of the Postal Ballot Notice.

The Board recommends the Special Resolution as set forth in Item No.2 in the Postal Ballot Notice for the approval of the Members.

**Annexure A**

<b>Name</b>	Mr. Bontha Prasada Rao
<b>DIN</b>	01705080
<b>Age</b>	68 years
<b>Date of first appointment on the Board</b>	December 10, 2019
<b>Qualification</b>	Mechanical Engineer
<b>Expertise in specific functional area</b>	More than 37 years' diversified, versatile and varied experience both in strategic as well as operational management.
<b>Terms and conditions of appointment along with details of remuneration sought to be paid</b>	Mr. Bontha Prasada Rao is re-appointed for second term of 3 (Three) years commencing from December 10, 2022 to December 09, 2025 (both days inclusive) and is not liable to retirement by rotation. He is entitled to sitting fees and commission, if any, as per Remuneration Policy.
<b>Remuneration last drawn by such person, if applicable.</b>	Rs.22.50 Lakhs during the financial year 2021-22 Rs. 6.70 Lakhs (from April 012022 till the date of the Postal Ballot Notice)
<b>List of outside Directorships</b>	1. Havells India Limited – Independent Director 2. TATA Boeing Aerospace Limited – Independent Director
<b>Listed entities from which the Director has resigned in the past three years</b>	Central Depository Services (India) Limited
<b>Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a Director</b>	1. Havells India Limited A. Corporate Social Responsibility Committee- Member 2. Tata Boeing Aerospace Limited A. Audit Committee-Member B. Nomination Review Committee- Chairman
<b>Shareholding in the Company including beneficial ownership</b>	NIL
<b>No. of Meetings of the Board attended during the financial year 2021-22.</b>	16/16 during the financial year 2021-22 3/3 (from April 01 2022 till the date of the Postal Ballot Notice)
<b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b>	There is no inter se relationship between Mr. Bontha Prasada Rao, other Members of the Board and Key Managerial Personnel of the Company.
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Covered in explanatory statement for resolution Item No. 1

## Annexure B

### The draft of the altered objects clause and liability clause is as under –

#### **III. The objects for which the Company is established are :-**

##### **A. The objects to be pursued by the Company on its incorporation are :-**

1. To carry on the business of non-banking financial Company, to provide loan, advances, credit facility in any form, any credit substitutes or arrangements that have the impact of funding or facilitating funding, whether solely or in collaboration with any one or more person, to finance any activity, business, entity, consumer, goods, services, contracts, arrangements, enterprise, calling or any other financial arrangement in whatever form, to arrange, manage, source, or procure any of the aforesaid activity as an agent or for a fee for any other person; provided the Company shall not do any banking business as defined under the Banking Regulation Act, 1949 and that the Company shall not carry on any Chit Fund activities.
2. To grant loans of all kinds and description, whether secured or unsecured, including working capital loans, consumer finance, online personal loans, educational loans, vehicle loans, agricultural loans, forex loans, mortgage loans, pledge loans, loans against shares and securities, bill discounting, peer-to-peer lending, providing online platform for enabling crowd funding, and to provide fund based and non-fund based credits, issuing of letter of credit, letter of guarantees, guaranteeing loans granted by other financiers, providing security for loans granted by other financiers, discounting of bills, hundies, cheques, drafts and deferred payment guarantees, financing the development of townships, development of real estate, construction of premises for residential/ commercial/ industrial purposes, building of roads, canals, bridges, towers and other infrastructure projects, and to undertake financing the generation/ co-generation, transmission, distribution and supply of power of all kinds, whether conventional or non-conventional, and to various persons, to all persons including to individuals, Hindu Undivided Families, partnership firms, bodies corporate, co-operative societies, associations or persons, trusts and unincorporated associations, and to develop, own and operate digital lending platform(s) and technology platform(s) to provide assistance for credit and other risk assessment, including for the benefit of third-party lenders and other service providers, and to carry on the business of providing digital financial technology solutions and analytics to third parties/ entities to enable increased efficiency in disbursement of loans, including through mobile applications and other technology enabled platforms.
3. To undertake and carry on the business of retail financing, consumer financing, equipment leasing, hiring, hire purchase, asset based finance to all persons including to individuals, Hindu Undivided Families, partnership firms, companies, bodies corporate, co-operative societies, associations or persons, trusts and unincorporated associations, for the purchase sell, hire or letting on hire all kinds of materials, goods, articles and any other assets, including but not limited to household and office furniture, domestic or business appliances, to hire-out or sell any of the same on hire purchase system and import leasing and to give on lease or on leave and licence basis or in any other manner all types of equipments, property and assets including land and building, all kinds of goods, articles or things including vehicles to transport human beings, livestock, cargo on land, sea and air whether experimental or otherwise, all electrical and electronic equipment, office equipment, furniture, computers, satellites or any other capital equipment whether moveable or immoveable, to act as lease

brokers, managers of lease portfolios and to act as general financiers whether on security or otherwise, and to undertake / participate in / share in the risks associated with such activity, if any, in accordance with applicable laws.

4. To act as investors, guarantors, underwriters, and to underwrite, sub-underwrite, to invest in, and acquire or otherwise and hold, sell, buy or otherwise deal in, shares, debentures, debenture-stocks, bonds, units, obligations and securities, paper, pass-through or beneficial interest instruments, or any instruments in contemporary market representing any transaction, contract, obligation or value, issued or guaranteed by any person, whether Indian or foreign, including any Sovereigns, Municipalities or Public Authorities or Bodies; (provided always that no investment in securities imposing unlimited liability on the Company shall be made) and to manage investment pools, mutual funds, collective investment schemes, any pools of funds or interests in properties, assets, receivables or like things of value, and act as an Asset Manager of any trust or fund including any mutual fund, growth fund, hedge fund, infrastructure fund, income or capital funds, tax-efficient or exempted funds, provident funds, gratuity funds, pension funds, superannuation funds, charitable funds or consortia and/ or all other funds.
5. To carry on the financing activities through various payment options and to issue, sell, market & design various payment products including but not limited to credit cards, co-branded credit cards, charge cards, debit cards, stored value cards, smart card, value added cards, EMI cards, e-wallet, etc. in any form, and to carry on activities such as entering into agreement with various entities for co-branding/ promoting/ direct marketing of their products, to act as an agent for co-branding/ promoting/ marketing of products, to utilize the branch infrastructure by sub-letting, placing products for display, to leverage the database of customers, to organize and participate in the business promotion of events, distributing financial products through online common platform, to set up and operate white label ATM and to carry out any other similar activities for commission or on income sharing basis or on a fixed income basis, subject to regulatory approvals, as may be required from time to time.
6. To enter into arrangements, including partnerships, collaborations and joint venture agreements, for the benefit of, and for promotion of the business of the Company as per the aforesaid clauses, including, but not limited to, marketing non-financial products and services of third parties for the said purpose such as offering healthcare services, insurance facilities, etc., provided that the extent of such non-financial activities shall, at any time, not result into dissolving the nature of the Company as a non-banking financial Company.
7. To act as an issue house, merchant banker, investment banker, financial advisor, management consultants and financial consultants and to provide venture capital fund, private equity fund, custodial services, factoring services and any other allied services in connection with the said activities in accordance with applicable laws subject to obtaining relevant registration and approval of the regulatory authority in this regard.
8. To set up, incorporate, manage, provide and/ or participate in providing venture capital, technology fund, underwriting fund, or any other fund for seed capital, risk capital foundation, including giving guarantee or such other financial assistance as may be conducive for development of new enterprises, innovative methods of production and development of existing and new technology, to identify projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies and investigation of industries on micro and macro level, to undertake appropriate service to identify scope or potential for economic and

industrial development in any particular geographical area of location whether in India or abroad, to act as Lead Managers in respect of project assignments by undertaking follow up, supervision, and coordination work at the instance, behest or on behalf, of banks, financial institutions, companies, bodies corporate and to monitor the same to the satisfaction, of the management, to act as advisor in the management of the undertakings, business enterprises, offices, trade occupations and professions by introducing modern techniques and systems and render all assistance as may be considered necessary including with regard to foreign collaboration, economic size, sources of plant and machinery and other utilities for business entrepreneurs, to undertake the services of project monitoring, project counselling and all allied activities.

9. To carry on the business of power generation through conventional, non- conventional, and renewable sources including the establishment of thermal power plant, hydro - electric power plant, nuclear power plant, wind power plant, solar power plant and such other power plants based on any conventional, non-conventional and renewable source of energy as may be developed or invented, or by the installation / purchase or hiring or financing of Wind Turbine Generator, Wind Electric Generator or any other type of Generators, equipments, plants and machineries and to generate, receive, transmit, sell, use, distribute, produce and supply power and all forms of energy including in all of its' derivative forms and to act as agents, representatives, consultants, collaborators, producers, distributors, sellers, buyers, financiers and dealers in all forms of power and energy including in all its' derivative form.
10. To set up a securitization or an asset reconstruction Company and to undertake and carry on the business of servicers of loans and other facilities, purchasing or acquiring and or assigning, selling, conveying, transferring and disposing of, by any means including securitization, the receivables arising out of loans (whether secured or unsecured), standard or non-performing assets and/ or the lease rentals and hire charges from the leasing or hire of equipment, machinery, vehicles and other assets (whether standard or non performing) purchasing or acquiring and or assigning, selling, conveying, transferring and disposing of, by any means including by issuing or acquiring security receipts, the receivables arising out of such assets (whether secured or unsecured), including any underlying securities (where applicable) therewith, disposing off the underlying securities (where applicable) therewith and to undertake / participate in / share in the risks associated with such activity, if any, subject to applicable laws.
11. To act as an infrastructure finance Company and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in infrastructure activities, which shall include work or facility or provision of services in relation to or in connection with promotion, construction, development and upgradation, modernization, expansion, operation, maintenance and improvement of any infrastructure project or facility including roadways, railways, airways, waterways, ports, dams, bridges transport systems, power generation, storage and distribution, telecommunications, irrigation, sewage, water supply, sanitation, health, tourism, education, welfare, mining and excavation, food and agriculture infrastructure and setting of industrial areas, subject to registration with the regulatory authorities and relevant approvals in this regard.
12. To carry on the business of a corporate agent, for an Indian insurance Company or an insurance co-operative society (as defined under the Insurance Regulatory and Development Authority Act, 1999, (as amended from time to time)) whether carrying on general insurance business and/ or life insurance



business, including companies owned by the Central Government or State Governments or Government Corporations, by soliciting and procuring insurance business including business relating to procuring, continuance, renewal or revival of policies of insurance or by providing any other facilities including infrastructure facilities as may be required by such Indian insurance companies or insurance co-operative societies, subject to receiving of requisite approvals from the Insurance Regulation & Development Authority under the Insurance Regulatory and Development Authority (Licensing of Corporate Agents) Regulations 2015, as amended from time to time.

**B. Matters which are necessary for furtherance of the objects specified in clause III (A):**

1. To negotiate loans, borrow monies, issue secured or unsecured debentures, whether convertible or non-convertible, to negotiate indemnity contracts, mortgages, equity participation, cash credits, overdrafts, and other financial facilities from banks, financial institutions, government or semi-government bodies and others, or on behalf of companies, firms, societies, associations, and others.
2. To open current or savings or fixed deposit accounts with any bank and to pay into and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments and to buy the same.
3. To enter into partnerships or agreements with various types of service providers as may be required for the advertisement and promotion of the Company's main business activities, and adopt such means of making known the business and facilities carried on by the Company as may seem expedient and in particular by advertising in the press, by circulars, and publication of books and periodicals and by granting prizes, awards and donations.
4. To borrow or raise or secure the payment of money from any Bank or Banks or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any of the immovable and movable properties present or future, and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
5. To enter into partnership or arrangement for sharing the profits or joint venture with any person, or persons or Company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered by Object Clause A (1) above.
6. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the undertaking, property, investments and rights of the Company.
7. To apply for, purchase or otherwise acquire, any patent, trademark, brevets, invention, licenses, concessions, protections, rights, privileges, and the like, conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of or being used for any of the purposes of the Company or the acquisition of which may seem to be directly

or indirectly of any advantage or use or benefit to the Company and to use, exercise, develop or grant license, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage, and spend money in making experiments, test, improvements of any invention, patent and right, which the Company may acquire or propose to acquire.

8. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts, hospitals, medical facilities, and conveniences, etc. with the intent of providing social welfare in accordance with the provisions of the Companies Act, 2013 and rules, circulars, notifications, etc. made thereunder in pursuance of the Corporate Social responsibility and to subscribe or grant, money for any charitable, national, religious, benevolent, general or useful object or fund; or for any purpose which may likely, directly or indirectly, to further the object of the Company or the interest of its stakeholders and society at large.
9. To distribute among the members of the Company, profits of the Company, in the form of dividends including bonus shares, or any distributable profits in any manner permissible under law.
10. To distribute among the members of the Company, in specie or in kind, the funds and resources of the Company, or any proceeds of sale or disposal of any property of the Company in any manner permissible under law in the event of winding up.
11. Subject to the provisions of the statutory enactment for the time being in force to place, to reserve or to distribute as bonus among the members, in cash or otherwise to apply as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at premium by the Company, any monies received in respect of dividends accrued on forfeited shares and monies arising from the sale by the Company of forfeited shares.
12. To allot shares in this Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire.
13. To give advice on or to offer, give, take, circulate and/ or otherwise organise, accept or implement any takeover bids, amalgamations, acquisitions, diversification, rehabilitation or restructuring of any business, concern, undertaking, Company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisitions of shares or assets and liabilities, and whether as a going concern or as a part of the concern or otherwise as may be required having regard to the business exigencies, and to promote, procure, incorporate, form or set up concerns and undertakings whether as Company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.
14. To open branches in India and elsewhere outside India as per the requirements and to get the Company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press by circulars and publication of books and periodicals and to appoint managers, engineers, contractors, brokers, canvassers, agents and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same.

15. To pay out of the funds of the Company all costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment, registration and day to day ongoing business of the Company.
16. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and its subsidiary(ies) and the wives and families or the dependents or connections of the same by building or contributing to the building or dwelling houses or quarters, to grant money pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund institutions, funds, profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit and to train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.
17. To lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles whether made by the Company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire purchase system or otherwise howsoever.
18. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition, with any individual, person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith.
19. To establish or promote or concur or be interested in establishing or promoting any Company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose whatsoever and to transfer to any such Company the property of this Company and to place or guarantee the placing of or underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company and to subsidize or otherwise assist any such other Company.
20. To manage land, buildings, and other property both movable and immovable, whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.
21. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns, and undertakings and generally of any assets, property, or rights.
22. To provide for and furnish or secure to any member or customer of the Company or to any subscribers to or purchasers or possessors of any publications of the Company, or of any coupons or tickets, issued with any publications of the Company, any conveniences, advantages, benefits, or special privileges, which may seem expedient either gratuitously or otherwise.
23. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating, data, plans, layouts

and blue prints useful for the design, erections and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

24. To enter into collaboration agreement to acquire technical know-how and/or any financial assistance and/or to acquire any plant or machinery and/or to manufacture and/or fabricate and/or produce and/or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.
25. To lend and advance or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee and performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantee and indemnities.
26. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state, body or Government or colony or dependency thereof.
27. To apply for, promote and obtain any statute, order, regulation, other authorization, or enactment, which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
28. To refer to or agree to refer any claims, demands, dispute, or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
29. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and to insure and to protect and indemnify and part or portion thereof either on mutual principle or otherwise.
30. To carry on any business or branch or business which this Company is authorised to carry on by means or through the agency or any subsidiary Company or companies and to enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and/or to appoint directors or managers of any such subsidiary Company.
31. To restructure any loans given by the Company and any loans purchased or otherwise acquired by the Company from time to time.
32. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.

33. To create any subscription funds, sinking funds, reserve funds, insurance funds or any other special funds whether for repairing, improving, extending, or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company or the staff or labour or for any development fund.
34. To procure the registration, incorporation, or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
35. To do the above things either as principals, agents, brokers, trustees, contractors or otherwise and either by or through agents, brokers, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.
36. To carry on and engage in the business of providing consultative and technical services relating to the business of the Company or related business or any other business or activity, by way of market survey, preparing feasibility and project imports, and to enter into any arrangements of licensing, chartering, brokerage, technical business or financial collaboration with any other party or concern for singular or mutual benefit or acquiring or disseminating, by license or otherwise, know-how whether existing or newly developed techniques, including any rights or special methods and trade secrets.
37. To do any form of business which the Reserve Bank of India or any other regulatory authority may specify as a form of business in which it is lawful for a Non-Banking Financial Company to engage, subject to the compliance with applicable laws.
38. To do all and everything necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone, or in association with other corporate bodies, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, connected with the aforesaid business or powers or any part or parts thereof provided the same be not inconsistent with the laws of the Union of India.
39. To pay, satisfy, or compromise any claims made against the Company, which it may seem expedient to pay, satisfy, or compromise notwithstanding that the same may not be valid in law.
40. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company by it, subject to the Companies Act, 2013.
41. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
42. To appoint trustees to hold securities on behalf of and to protect the interests of the Company.
43. To do all administrative, consulting, liaisoning activities and other services and all research and development activities to give effect to the objects of the Company.

**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

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Date: October 21, 2022  
Place: Pune

**By Order of the Board of Directors  
For Poonawalla Fincorp Limited  
(Formerly, Magma Fincorp Limited)**

**Registered Office:**

\*601, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi,  
Mundhwa Road, Pune - 411 036, Maharashtra

Sd/-  
**Shabnum Zaman  
Company Secretary  
ACS No.: 13918**