

December 14, 2022

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 (East),
Mumbai - 400 051.

NSE Symbol: POONAWALLA

Dear Sir / Madam,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

Pursuant to Regulation 30 of the SEBI LODR Regulations, this is to inform you that:

- (i) The Board of Directors of Poonawalla Fincorp Limited (“**Company**”) has at the meeting held on 14 December 2022, approved the divestment of all the 249,821,117 equity shares held by the Company in its material subsidiary, Poonawalla Housing Finance Limited (“**Subsidiary**”), in favour of Perseus SG Pte. Ltd. (“**Purchaser**”), an entity affiliated to TPG Global LLC, at a purchase consideration based on a per equity share price of INR 152.84 representing a total equity value of the Company of INR 39,000,000,000 (Indian Rupees Three Thousand Nine Hundred Crores) (“**Proposed Transaction**”); and
- (ii) In furtherance of such approval, the Company has also executed an agreement dated 14 December 2022 with the Purchaser and the Subsidiary, for undertaking the Proposed Transaction, subject to *inter alia* obtaining approval of its shareholders and regulatory authorities and fulfillment of other customary conditions, as per the terms and conditions specified in the agreement.

The details of the Proposed Transaction that are required to be disclosed under Regulation 30 of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed as **Annexure A**.

You are requested to take note of the same.

Thanking You,

Yours faithfully,

For Poonawalla Fincorp Limited

(Formerly, Magma Fincorp Limited)

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

Annexure A

**Para A.1-1.4: Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity:
Sale of investment of equity shares held in Poonawalla Housing Finance Limited**

Sr No.	Details of event that needs to be provided	Information of such event									
a.	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	<p>Name of the Material Subsidiary: Poonawalla Housing Finance Limited (Formerly Magma Housing Finance Limited) ("PHFL") <i>As on March 31, 2022</i></p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (in INR Crore)</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>470.16</td> <td>23.04</td> </tr> <tr> <td>Net Worth</td> <td>1081.79</td> <td>17.86</td> </tr> </tbody> </table>	Particulars	Amount (in INR Crore)	Percentage	Revenue	470.16	23.04	Net Worth	1081.79	17.86
Particulars	Amount (in INR Crore)	Percentage									
Revenue	470.16	23.04									
Net Worth	1081.79	17.86									
b.	date on which the agreement for sale has been entered into;	An Agreement ("Agreement") has been entered on 14 December 2022 between Poonawalla Fincorp Limited (" Company "), PHFL and Perseus SG Pte. Ltd. (" Purchaser ").									
c.	the expected date of completion of sale/disposal	The transaction shall be subject to receipt of necessary approvals from shareholders of the Company, approvals from RBI and lenders and completion of customary conditions. As per reasonable estimates, the expected time of completion of the transaction is 30 June 2023.									
d.	consideration received from such sale/disposal;	Purchase consideration based on a per equity share price of INR 152.84 (subject to adjustments) represents a total equity value of the Company of INR 3,900 crores .									
e.	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	<p>The Purchaser (i.e., Perseus SG Pte. Ltd.) is a company incorporated under the laws of Singapore, having identification number: 202244088D and having its registered office at 83, Clemenceau Avenue, #11-01 UE Square, Singapore, 239920. It is an entity affiliated with TPG Global, LLC.</p> <p>The Purchaser is not a part of the Promoter/Promoter Group/ Group Companies.</p>									
f.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	Not applicable. This is not a related party transaction.									

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g.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Nil

Para B.5: Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

Execution of an Agreement with Purchaser, which is not in normal course of business, for the sale of 24,98,21,117 equity shares of Poonawalla Housing Finance Limited

Sr No.	Details of event that needs to be provided	Information of such event
A	Name(s) of parties with whom the agreement is entered	Poonawalla Fincorp Limited, Poonawalla Housing Finance Limited and Perseus SG Pte. Ltd.
B	Purpose of entering into the agreement	Sale of 24,98,21,117 equity shares held by Poonawalla Fincorp Limited in Poonawalla Housing Finance Limited to Perseus SG Pte. Ltd.
D	Shareholding, if any, in the entity with whom the agreement is executed	Not applicable
E	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ul style="list-style-type: none"> Perseus SG Pte. Ltd. will acquire majority shareholding and control of Poonawalla Housing Finance Limited pursuant to the completion of the Proposed Transaction. The transaction shall be subject to receipt of necessary approvals from shareholders of Poonawalla Fincorp Limited, approvals from RBI and lenders and completion of customary conditions.

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Sr No.	Details of event that needs to be provided	Information of such event
F	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	Not applicable. Perseus SG Pte. Ltd. is not a part of the Promoter/Promoter Group/ Group Companies.
G	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Not applicable. This is not a related party transaction.
H	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
I	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan;	Not applicable
J	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not applicable
K	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	Not applicable

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Sr No.	Details of event that needs to be provided	Information of such event
i.	Name of parties to the agreement;	Seller: Poonawalla Fincorp Limited Company: Poonawalla Housing Finance Limited Purchaser: Perseus SG Pte. Ltd.
ii	Nature of the agreement;	Agreement
iii	Date of execution of the agreement	14 December 2022
Iv	Details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable

You are requested to take note of the same.

Thanking You,

Yours faithfully,

For Poonawalla Fincorp Limited
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