

July 23, 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 (East),
Mumbai - 400 051

NSE Symbol: POONAWALLA

Dear Sir / Madam,

Subject: Summary of the Proceedings and Voting Results of the 44th Annual General Meeting (AGM) of the Company held on July 23, 2024 pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

This is further to our intimation dated June 22, 2024, we are pleased to inform you that the 44th Annual General Meeting of the Members of the Company was held today i.e Tuesday, July 23, 2024 at 02:00 P.M. through Video-Conferencing (“VC”) / Other Audio - Visual Means (“OAVM”), (“AGM/Meeting”).

We are hereby submitting the summary of proceedings of the AGM in compliance with applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”). The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was deemed venue of the said AGM.

Pursuant to Regulation 44 of SEBI Listing Regulations and applicable provisions of the Companies Act, 2013, the Company had provided the facility to Members of the Company to cast their votes on the resolutions proposed by electronic means i.e., through remote e-Voting and e-voting that commenced on Friday, July 19, 2024 at 09:00 A.M. (IST) and ends on Monday, July 22, 2024 at 05:00 P.M. (IST) and also during the AGM.

The Company had appointed Mr. Girsh Bhatia, Practicing Company Secretary (FC: 3295 CP No. 13792), as the Scrutinizer for scrutinizing the process of remote e-Voting and e-Voting during the Meeting in a fair and transparent manner. Accordingly, the Scrutinizer had submitted the Consolidated Scrutinizer’s Report on remote e-Voting and e-Voting conducted during the proceedings of the AGM.

The AGM commenced at 02.00 P.M. (IST) and concluded at 3.28 P.M. (IST).

In view of the above and pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit the following:

1. Summary of the proceedings of the AGM;
2. Combined voting results in the prescribed format as per Regulation 44 of SEBI Listing Regulations;
3. Consolidated Scrutinizer’s Report dated July 23, 2024 on remote e-Voting and e-Voting during the AGM.

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

Based on the Report of the Scrutinizer, all the resolutions have been passed with requisite majority.

The above is also made available on the website of the Company at www.poonawallafincorp.com.

We request you to take the above information on record.

Thanking You,

Yours faithfully,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS-13918

SUMMARY OF THE PROCEEDINGS OF THE 44th ANNUAL GENERAL MEETING OF THE MEMBERS OF POONAWALLA FINCORP LIMITED

The 44th Annual General Meeting (the ‘AGM’/ ‘Meeting’) of Poonawalla Fincorp Limited (‘the Company’) was held today on Tuesday, July 23, 2024 at 02.00 p.m. (IST) through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’). The Company while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs (‘MCA Circulars’) and the Securities and Exchange Board of India (‘SEBI’) notification(s), circular(s) and guidelines in view of the conducting AGM through VC and OAVM. In accordance with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (‘ICSI’) read with guidance/ clarification issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the Meeting.

The Company Secretary of the Company welcomed the Members to the Meeting. After the requisite quorum being present, the Company Secretary introduced the directors and the Key Managerial Personnel of the Company who participated in the Meeting through VC. The Company Secretary further informed the Members that the authorized representatives of the Joint Statutory Auditors and the Secretarial Auditor of the Company are also attending the Meeting through VC.

Further, it was informed to the Members that as per the provisions of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel, the Register of Contracts and Arrangements in which directors are interested and the certificate from the Secretarial Auditor certifying that the Company’s Employee Stock Option Scheme is implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were kept open for the inspection by the Members during AGM. Link for inspection of documents was made available in the e-Voting website of NSDL i.e., www.evoting.nsdl.com. The Company Secretary further added that since the Meeting was held through VC and in compliance with the MCA Circulars for holding AGM through VC, there was no requirement of proxies and hence no Register of Proxies was available for inspection.

With the consent of the Members present, the Notice of the Meeting was taken as read since it was sent to the shareholders electronically. The Members were informed that the auditor’s report on the financial statements of the Company and the secretarial audit report for the year ended March 31, 2024, did not have any qualifications or observations or comments or remarks having any adverse effect on the functioning of the Company. Hence, the said audit reports were not read during the Meeting.

Thereafter, the Company Secretary said that the Company had provided remote e-Voting to the Members to cast their votes on the resolutions as set out in the Notice. The remote e-Voting period began on Friday, July 19, 2024, at 09:00 A.M. (IST) and ends on Monday, July 22, 2024, at 05:00 P.M. (IST).

The Company Secretary further informed that Members who have not cast their vote through remote e-Voting can cast their votes through their screens, which contains the e-Voting services facility to vote during the AGM and till 30 minutes post the conclusion of the AGM. Mr. Girish Bhatia, Practicing Company Secretary was appointed as the scrutinizer to scrutinize the remote e-Voting and e-Voting provided at the Meeting in a fair and transparent manner.

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The Chairman then addressed the Members that the Company's performance has been marked by robust execution of its strategy and accelerated growth, solidifying its position as one of the fastest-growing NBFCs in the country. Our focus on digital innovation has enabled us to enhance service delivery and operational efficiency. Fostering innovation and embracing AI, the Company aims to expand its reach, enhance its product suite and customer engagement. The Chairman also highlighted the Company's commitment to the highest standards of corporate governance and sustainability.

The Chairman then stated that the Meeting had been convened to seek the approval of the Members on the following 4 (Four) Ordinary business items and 1 (One) Special Business item as set out in the Notice of the AGM:

Item No.	Details of Resolutions	Resolution
1	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution
2	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors' thereon.	Ordinary Resolution
3	To re-appoint Mr. Abhay Bhutada (DIN: 03330542), who retires by rotation and, being eligible, has offered himself for re-appointment.	Ordinary Resolution
4	To appoint M S K A & Associates, Chartered Accountants, (Firm Registration Number: 105047W) as a Joint Statutory Auditor of the Company and to fix their Remuneration.	Ordinary Resolution
5	To appoint Mr. Arvind Kapil (DIN: 10429289) as a Managing Director and Chief Executive Officer of the Company.	Special Resolution

Thereafter, Mr. Arvind Kapil, Managing Director and Chief Executive Officer of the Company addressed the Members of the Company by mentioning that the Company has achieved its objectives while exceeding all its expectations. Our AUM stands at Rs. 25,003 Crore marked by a remarkable 55% increase year-on-year. Our Gross NPA is at 1.16%, an improvement of 28 basis points YoY and Net NPA stood at 0.59%. Our focus on digital transformation, supported by our physical footprint and digital-first approach, minimizes operational risks and improves customer accessibility. Mr. Kapil mentioned that digital transformation is one of the crucial pillar of the Company's strategy delivering a customer first experience and innovative solutions. Mr. Kapil further highlighted on robust risk management procedures and prudent credit practices. Mr. Kapil further mentioned that from FY 25 onwards, the Company aims to Solidify, Expand and Scale and to become the financial partner of choice of our customers. Our Aspiration is for 5-6x AUM for next 5-6 years.

Mr. Arvind Kapil expressed gratitude to all the Shareholders and asked the Moderator to take ahead the proceedings.

Members who had registered themselves as speakers were given an opportunity to ask questions and seek clarification(s). The Chairman, Managing Director and Chief Executive Officer, Executive Director and Chief Financial Officer of the Company appropriately responded to the questions raised by Shareholders.

Post the question-and-answer session, the Company Secretary informed the Members that the voting results along with the scrutinizer's report will be disseminated to the Stock Exchanges and will also be made available on the website of the Company, i.e., www.poonawallafincorp.com and at NSDL at www.evoting@nsdl.com.

The e-voting facility was kept open for the next 30 minutes to enable the Members to cast their vote. Thereafter, the Company Secretary declared the Meeting closed.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received.

All the Resolutions have been passed with requisite majority.

Thanking You,
Yours faithfully,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS-13918

Combined voting results

Particulars	
Date of the AGM	Tuesday July 23, 2024
Total number of shareholders on record date*	247,195 shareholders
No. of Shareholders attended the meeting through VC/OAVM Promoters and Promoter Group: Public:	1 77

*Record Date implies cut-off date i.e., Tuesday, July 16, 2024

Item No.1

Resolution No.1:	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon.
Resolution Required (Ordinary / Special)	Ordinary 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
				[3]={[2]/[1]}*100			[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
		[1]	[2]		[4]	[5]		
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	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		481217690	100.0000	481217690	0	100.0000	0.0000
Public Institutions	E-Voting	133430153	122545382	91.8423	122545382	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		122545382	91.8423	122545382	0	100.0000	0.0000
Public Non Institutions	E-Voting	160346244	27862546	17.3765	27858397	4149	99.9851	0.0149
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000

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	Total		27862546	17.3765	27858397	4149	99.9851	0.0149
Total		774994087	631625618	81.5007	631621469	4149	99.9993	0.0007

Item No.2

Resolution No.2:	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors' thereon.
Resolution Required (Ordinary / Special)	Ordinary 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	481217690	481217690	100.0000	481217690	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		481217690	100.0000	481217690	0	100.0000	0.0000
Public Institutions	E-Voting	133430153	122545382	91.8423	122545382	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		122545382	91.8423	122545382	0	100.0000	0.0000
Public Non Institutions	E-Voting	160346244	27862646	17.3766	27858497	4149	99.9851	0.0149
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27862646	17.3766	27858497	4149	99.9851	0.0149
Total		774994087	631625718	81.5007	631621569	4149	99.9993	0.0007

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Item No.3

Resolution No.3:	To re-appoint Mr. Abhay Bhutada (DIN: 03330542), who retires by rotation and, being eligible, has offered himself for re-appointment.
Resolution Required (Ordinary / Special)	Ordinary 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	481217690	481217690	100.0000	481217690	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		481217690	100.0000	481217690	0	100.0000	0.0000
Public Institutions	E-Voting	133430153	122545382	91.8423	101591381	20954001	82.9010	17.0990
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		122545382	91.8423	101591381	20954001	82.9010	17.0990
Public Non Institutions	E-Voting	160346244	27862576	17.3765	27845983	16593	99.9404	0.0596
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27862576	17.3765	27845983	16593	99.9404	0.0596
Total		774994087	631625648	81.5007	610655054	20970594	96.6799	3.3201

Item No.4

Resolution No.4:	To appoint M S K A & Associates, Chartered Accountants, (Firm Registration Number: 105047W) as a Joint Statutory Auditor of the Company and to fix their Remuneration.
Resolution Required (Ordinary / Special)	Ordinary 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	481217690	481217690	100.0000	481217690	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		481217690	100.0000	481217690	0	100.0000	0.0000
Public Institutions	E-Voting	133430153	122545382	91.8423	102063370	20482012	83.2862	16.7138
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		122545382	91.8423	102063370	20482012	83.2862	16.7138
Public Non Institutions	E-Voting	160346244	27862558	17.3765	27848304	14254	99.9488	0.0512
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27862558	17.3765	27848304	14254	99.9488	0.0512
Total		774994087	631625630	81.5007	611129364	20496266	96.7550	3.2450

Item No.5

Resolution No.5:	To appoint Mr. Arvind Kapil (DIN: 10429289) as a Managing Director and Chief Executive Officer of the Company.
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	481217690	481217690	100.0000	481217690	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		481217690	100.0000	481217690	0	100.0000	0.0000
Public Institutions	E-Voting	133430153	122545382	91.8423	48508702	74036680	39.5843	60.4157
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		122545382	91.8423	48508702	74036680	39.5843	60.4157
Public Non Institutions	E-Voting	160346244	27862572	17.3765	27853125	9447	99.9661	0.0339
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27862572	17.3765	27853125	9447	99.9661	0.0339
Total		774994087	631625644	81.5007	557579517	74046127	88.2769	11.7231

This is for your information and records.

Yours faithfully,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS: 13918

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Consolidated Scrutinizer's Report

***[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii)
of the Companies (Management and Administration) Rules, 2014 as amended***

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,

Sub. : Consolidated Scrutinizers Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 readwith Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 44th Annual General Meeting of the Members of Poonawalla Fincorp Limited held on Tuesday, July 23, 2024 at 02:00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

I, CS Girish Bhatia, a Company Secretary in Practice (FCS No.3295, CP No.13792), Kolkata, was duly appointed as the Scrutinizer by the Board of Directors of **Poonawalla Fincorp Limited** ['the Company'] for the purpose of scrutinizing the e-Voting process i.e. remote e-voting and voting through electronic means at the 44th Annual General Meeting (AGM) in a fair and transparent manner and ascertaining the results thereof in respect of Resolutions transacted at the AGM of the Members of Poonawalla Fincorp Limited held on Tuesday, July 23, 2024 at 02:00 p. m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 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 05.01.2023 ("**SEBI Circulars**").

In Compliance of the provisions of the Companies Act, 2013, the rules framed thereunder, the MCA Circulars, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circulars relating to holding the AGM through VC/OAVM and voting through electronic means at the AGM, by the Members of the Company on item Nos.1 to 5 contained in the Notice dated June 01, 2024 convening the AGM of the Company is responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the AGM, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against", on the Resolutions transacted at the AGM based on the Reports generated from e-voting system by the National Securities Depository Limited (NSDL) for remote e-voting as well as e-voting at the AGM.

I submit my report as under :



1. The Company has appointed NSDL as the agency to provide and facilitate e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions to be transacted at the said AGM.
2. In terms of requirements of the MCA & SEBI Circulars, as stated above, the Notice of the AGM dated June 01, 2024 was sent through electronic means on June 22, 2024 to those Members whose emails were registered with the Companies Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited / Depositories.
3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has clearly stated in the Notice convening the AGM scheduled for July 23, 2024 that the Company has engaged the services of NSDL to provide remote e-voting facility and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of businesses to be transacted at the AGM and the Members who have casts their votes by remote e-voting may attend the AGM, but shall neither be allowed to change their votes subsequently nor casts votes again during the AGM.
4. The remote e-voting period commenced on **Friday, July 19, 2024 at 09:00 A.M. IST and remained open till 05:00 P. M. IST on Monday, July 22, 2024.**
5. **The Members of the Company holding shares as on "Cut-off Date" i.e. Tuesday, July 16, 2024** were entitled to vote, through remote e-voting system as well as voting at the AGM through electronic voting system on the proposed Resolutions for item Nos. 1 to 5 as set out in Notice dated June 01, 2024.
6. The requisite advertisement 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 dated June 23, 2024 viz. 'Financial Express' (in English language) and 'Loksatta' (in Marathi language).
7. The Votes cast through e-voting at the AGM and through remote e-voting were unlocked after conclusion of the AGM at 04:30 P.M. on July 23, 2024 in the presence of 2 (two) witnesses – Mr. Sumit Agarwal of Flat No.5A, Shubham Apartment, 19-B, Alipore Road, Kolkata – 700 027 and Ms. Vishakha Agarwal of Flat No.5A, Shubham Apartment, 19-B, Alipore Road, Kolkata – 700 027.
8. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and M/s. Link Intime India Private Limited (Registrar and Share Transfer Agent) with respect to number of shares held on Tuesday, July 16, 2024, and authentication, wherever required, lodged for the purpose.
9. Based on details containing list of Members who have cast their votes on remote e-voting platform and votes cast at the AGM, through e-voting system, as downloaded from the e-voting website of NSDL (www.evoting.nsdl.com), the consolidated results on the Resolutions transacted at the AGM held on July 23, 2024 are given below :

Summary of total votes casted (aggregate of remote e-voting) is as follows:

Name of the Company	Poonawalla Fincorp Limited
Meeting	44 th Annual General Meeting
Day, Date & Time	Tuesday, July 23, 2023 at 02:00 P. M.
Deemed Venue	Registered Office situated at 201 and 202, 2 nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune, 411036, Maharashtra.
Mode	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
Total number of Shareholders on Record Date*	247,195 Shareholders
Number of Shareholders attended the meeting through Video Conferencing	78 shareholders

*Record Date implies cut-off date i.e. Tuesday, July 16, 2024.



Resolution No.1– Ordinary Resolution

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon.

Particulars	Remote e-voting		e-voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	488	631,504,895	5	116,574	493	631,621,469	99.9993
Dissent	19	4,149	-	-	19	4,149	0.0007
Total	507	631,509,044	5	116,574	512	631,625,618	100.0000

Resolution No.2 – Ordinary Resolution

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors' thereon.

Particulars	Remote e-voting		e-voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	489	631,504,995	5	116,574	494	631,621,569	99.9993
Dissent	19	4,149	-	-	19	4,149	0.0007
Total	508	631,509,144	5	116,574	513	631,625,718	100.0000

Resolution No.3 – Ordinary Resolution

To re-appoint Mr. Abhay Bhutada (DIN :03330542) who retires by rotation and being eligible, has offered himself for re-appointment.

Particulars	Remote e-voting		e-voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	452	610,538,480	5	116,574	457	610,655,054	96.6799
Dissent	58	20,970,594	-	-	58	20,970,594	3.3201
Total	510	631,509,074	5	116,574	515	631,625,648	100.0000

Resolution No.4 – Ordinary Resolution

To appoint M/s. M.S.K. A. & Associates, Chartered Accountants (Firm Registration Number : 105047W7) as Joint Statutory Auditors of the Company and fix their remuneration.

Particulars	Remote e-voting		e-voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	461	611,012,790	5	116,574	466	611,129,364	96.7550
Dissent	44	20,496,266	-	-	44	20,496,266	3.2450
Total	505	631,509,056	5	116,574	510	631,625,630	100.0000



GIRISH BHATIA, PRACTISING COMPANY SECRETARY
Flat No.5B, Shubham Apartment
19-B, Alipore Road, Kolkata – 700027.

Mobile No.: 9903868281
E-mail : girishbhatia1956@gmail.com
PAN : ACWPB0146N

Resolution No.5 – Special Resolution

To appoint Mr. Arvind Kapil (DIN :10429289) as Managing Director and Chief Executive Officer of the Company.

Particulars	Remote e-voting		e-voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	367	557,462,943	5	116,574	372	557,579,517	88.2769
Dissent	142	74,046,127	-	-	142	74,046,127	11.7231
Total	509	631,509,070	5	116,574	514	631,625,644	100.0000

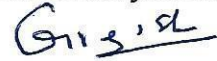
Based on the aforesaid results, the Resolution No(s).1 to 5 as contained in the AGM Notice dated June 01, 2024 have been passed with the requisite majority.

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 after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,



GIRISH BHATIA
Company Secretary in Practice



(CS GIRISH BHATIA)
Practising Company Secretary

FCS : 3295 CP : 13792
PEER REVIEW:2011/2022
UDIN – F003295F000807593

Place : Kolkata
Date : July 23, 2024



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

GIRISH BHATIA, PRACTISING COMPANY SECRETARY

Flat No.5B, Shubham Apartment
19-B, Alipore Road, Kolkata – 700027.

Mobile No.: 9903868281

E-mail : girishbhatia1956@gmail.com

PAN : ACWPB0146N

We the undersigned, have witnessed that the votes cast in respect of resolutions mentioned in the Notice of the Annual General Meeting dated June 01, 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 July 23, 2024, at around 4.30 P. M. (IST) at Flat No.5B, Shubham Apartment, 19-B, Alipore Road, 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 Bhatia
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