

April 21, 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

Subject: Compliance Certificate from Practicing Company Secretary for the year ended 31 March 2022 as per Regulation 40(9) and 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed herewith certified true copy of the Compliance Certificate from Practicing Company Secretary for the year ended 31 March 2022 in accordance with Regulation 40(9) and Regulation 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

You are requested to take note of the same.

Thanking you,

Yours faithfully,

For Poonawalla Fincorp Limited

(Formerly, Magma Fincorp Limited)



Shabnum Zaman
Company Secretary
ACS: 13918

Enc: As above

Poonawalla Fincorp Limited

(Formerly known as Magma Fincorp Limited)

CIN: L51504PN1978PLC209007

Registered Office: 601, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036

T: +91 020 67808090 | **E:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

GIRISH BHATIA, PRACTISING COMPANY SECRETARY

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

Mobile No.: 9903868281
Email: girishbhatia1956@gmail.com
PAN: ACWPB0146N

CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE YEAR ENDED 31ST MARCH 2022

I have examined Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to Poonawalla Fincorp Limited (formerly known as Magma Fincorp Limited) [CIN-L51504PN1978PLC209007], having its Registered Office at 601, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi, Mundhwa Road, Pune –411 036, Maharashtra ('the Company') maintained by Niche Technologies Private Limited (CIN-U74140WB1994PTC062636), having its Registered Office at 3A, Auckland Place, 7th Floor, Room No.7A & 7B, Kolkata - 700 017, acting as Registrar and Share Transfer Agents ('the RTA') pertaining to transfer of fully paid Equity Shares of the Company for the period from 1st April, 2021 to 31st March, 2022 for the purpose of issuing a Certificate as per Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, based on examination as well as information and explanations furnished to me which to the best of my knowledge and belief were necessary for the purpose of our certification, Niche Technologies Private Limited, the RTA for privately placed Debentures and KFin Technologies Limited (CIN: U72400TG2017PLC117649) (formerly known as KFin Technologies Private Limited), having its Registered Office at Selenium, Tower B, Plot No.31-32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy TG - 500 032 the RTA for Public Issue of Secured Redeemable Non-Convertible Debentures ('Public NCDs'), pertaining to transfer of Privately Placed Debentures and Public NCDs issued by the Company for the period from 1st April, 2021 to 31st March, 2022 for the purpose of issuing a Certificate as per Regulation 61(4) read with Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I hereby certify that during the year ended on 31st March 2022:

A. For Equity Shares:

- (i) The Company / the RTA has not received any request for transfer of shares during the year ended 31st March 2022 and hence delivery of Share Certificate(s) within one month relating to the Share Transfer during the said year does not arise. Requests for physical transmission were received and effected in time and the certificate(s) were delivered in time;
- (ii) The Company / the RTA has not received any request for issue of duplicate share certificate(s), sub-division, consolidation, renewal, exchange, or endorsement of calls / allotment monies during the aforesaid period.
- (iii) Any other information, if applicable: N.A.



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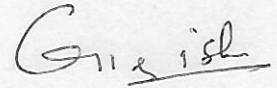
B. For Privately placed NCDs:

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

C. For Public NCDs:

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

GIRISH BHATIA
Company Secretary in Practice



(CS GIRISH BHATIA)
Practising Company Secretary

FCS: 3295 CP: 13792
UDIN: F003295D000171254

Place: Kolkata
Date: 20/04/2022

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

