

December 15, 2023

The Manager, Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051
Symbol: POONAWALLA

The Secretary, Listing Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Company Code: 524000

Subject: Submission of Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 intimation dated August 31, 2023, we forward herewith a copy of the Postal Ballot Notice of Poonawalla Fincorp Limited ('Company'), for seeking approval of the Members of the Company for the below mentioned Special Resolution:

Sl no.	Description of Special Resolution
1.	Appointment of Mr. Sunil Samdani (DIN: 10301175) as a Whole- time Director(Executive Director) of the Company.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, this Postal Ballot Notice is being sent in electronic form to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Link Intime India Private Limited, the Company's Registrars and Share Transfer Agents ('RTA') as on Thursday, December 14, 2023('Cut-Off Date').

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting/e-voting facility to its Members. The remote e-voting period commences on Saturday, December 16, 2023 from 9:00 a.m. (IST) and ends on Sunday, January 14, 2024 at 5:00 p.m. (IST).

The detailed procedure for remote e-voting is provided in the Notes to the Postal Ballot Notice.

The Postal Ballot Notice is also available on the website of the Company at www.poonawallafincorp.com.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS 13918

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:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

POONAWALLA 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 Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Saturday, December 16, 2023 at 9:00 a.m. (IST)	Sunday, January 14, 2024 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given to the shareholders (“Members”) of Poonawalla Fincorp Limited (“**Company**”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”) and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings (“**SS-2**”) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (together “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (together “**SEBI Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“**SEBI Listing Regulations**”), the resolution appended below is proposed to be passed as a Special Resolution by way of a postal ballot (“**Postal Ballot**”) through remote electronic voting process (“**remote e-voting/e-voting**”).

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, Regulation 44 of the SEBI Listing Regulation and the MCA Circulars, Members can vote only through the remote e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of National Securities and Depository Limited (“**NSDL**”) for facilitating the e-voting process.

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(s) electronically. Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. IST on Sunday, January 14, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

The Board of Directors of the Company have appointed Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.

The explanatory statement under Section 102(1) of the Act (“**Explanatory Statement**”) setting out the material facts concerning the proposed resolution and the reasons thereof are annexed hereto for your consideration.

SPECIAL BUSINESS(ES):**1. Appointment of Mr. Sunil Samdani (DIN: 10301175) as a Whole-time Director (Executive Director) 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI 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 (**‘RBI’**) in this regard from time to time and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sunil Samdani (DIN:10301175), was appointed as an Additional Director in the capacity of Whole-time Director (Executive Director) of the Company with effect from October 20, 2023, pursuant to the provisions of Section 161 of the Act read with Regulation 17(1C) of the SEBI Listing Regulations to hold office up to the date of ensuing general meeting of the Company or three months from the date of his appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, being eligible, be and is hereby appointed as the Director of the Company with effect from October 20, 2023.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the SEBI Listing Regulations, and the rules, circulars and guidelines issued by the RBI in this regard from time to time, other applicable laws and pursuant to the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Sunil Samdani (DIN: 10301175), as the Whole-time Director (Executive Director) of the Company for a period of 5 (five) years with effect from October 20, 2023 till October 19, 2028 (both dates inclusive), who shall be liable to retire by rotation and on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year or years during the term of his appointment as Whole-time Director of the Company), with liberty to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and as may be agreed to between the Board of Directors and Whole-time Director provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V to the Act or any amendments thereto.

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 generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411 036
Maharashtra

By order of the Board of Directors,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No.: 13918

Date: October 20, 2023

Place: Pune

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (**"the Act"**) and Secretarial Standards on General Meetings (**SS-2**) setting out material facts are appended herein below.
2. Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) has been appointed as the Scrutinizer for conducting the postal ballot only through the remote 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 Thursday, December 14, 2023 (**'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 accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote e-voting only.
5. 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 remote e-voting only.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer remote 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.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.poonawallafincorp.com at its weblink i.e. <https://poonawallafincorp.com/pfca/assets/pdf/PFL-Postal-Ballot-Notice-20-October-2023.pdf> and websites of the stock exchanges, i.e., BSE Limited (**'BSE'**) and National Stock Exchange of India Limited (**'NSE'**) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://nsdl.co.in/>
8. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolution, 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 remote e-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 Thursday, December 14, 2023. The members whose name appears in the Register of Members/ list of Beneficial Owners as on Thursday, December 14, 2023, being the cut-off date, are entitled to vote on the Resolution 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 Thursday, December 14, 2023, being the cut-off date fixed for the purpose.
11. The voting through electronic means will **commence on, Saturday, December 16, 2023 at 9:00 a.m. (IST) and will end on, Sunday, January 14, 2024 at 5:00 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**), Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. In case of any queries/difficulties in registering the e-mail address, Members may write to secretarial@poonawallafincorp.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
14. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ RTA. Members may note that the Postal Ballot notice will also be available on the Company's website www.poonawallafincorp.com at weblink i.e. <https://poonawallafincorp.com/pfca/assets/pdf/PFL-Postal-Ballot-Notice-20-October-2023.pdf> and websites of the Stock Exchanges BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members not having their email IDs registered are requested to download a copy of Postal Ballot Notice available at the website of the Company at www.poonawallafincorp.com at the weblink <https://poonawallafincorp.com/investor.php>
15. 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. The said public notice shall also mention the process for registration of E-mail IDs by those Members who have not yet registered their email-ids with the RTA and Depository Participants.
16. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot e-voting process will be declared on or before Tuesday, January 16, 2024 at the Registered Office of the Company and the result will also be displayed on the Notice Board at the registered office of the Company, immediately after the declaration of the result by the Chairman or a person authorized by him in writing. 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 at its weblink i.e. <https://poonawallafincorp.com/investor.php>
17. 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 Resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, January 14, 2024 being the last date specified by the Company for remote e-voting.
18. The resolution 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.
19. Any query in relation to the resolution proposed to be passed through Postal Ballot may be addressed to Ms. Shabnum Zaman, Company Secretary at Email: shabnum.zaman@poonawallafincorp.com / 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, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Senior Manager – NSDL, , Trade World, "A" Wing, 4th 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.com .
20. 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.
21. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**
- I. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

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 SEBI 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 IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL 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 https://eservices.nsd.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 redirected to NSDL Depository site wherein you can see e-Voting page. 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> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 evoting@nsdl.com or call at 022 4886 7000 and 022 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
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.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> 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.

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 001*** and EVEN is 127352 then user ID is 127352001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - c) How to retrieve your ‘initial password’?
 - (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 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.
 - b) “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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.com 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 with a copy marked to evoting@nsdl.com; rnt.helpdesk@linkintime.co.in and 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 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 or call at 022-4886 7000 and 022-2499 7000 or send a request to Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com

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 rnt.helpdesk@linkintime.co.in.
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.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

Item no. 1:

The Nomination and Remuneration Committee ('NRC') of the Board of the Company, at its meeting held on August 31, 2023, has unanimously recommended to the Board of the Directors ('Board'), the appointment of Mr. Sunil Samdani as an Additional Director in the capacity of a Whole-time Director for a period of 5 (five) years with effect from October 20, 2023 till October 19, 2028 (both dates inclusive) subject to approval of the shareholders of the Company. Mr. Sunil Samdani is designated as a Key Managerial Personnel and satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 ('Act') as also the conditions set out under Section 196(3) of the Act for being eligible for appointment.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mr. Sunil Samdani can hold office as an Additional Director up to the date of next general meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received a notice under Section 160(1) of the Act from a member signifying his intention to propose the appointment of Mr. Sunil Samdani as a Director of the Company.

The NRC, while recommending Mr. Sunil Samdani as Whole-time Director of the Company, considered various factors, viz., background, qualifications, competence, technical expertise, and experience particularly in the banking and NBFC sector.

Profile: Mr. Sunil Samdani is a seasoned financial professional and a strategic thought leader, with over two decades of rich experience in the BFSI sector. He has played a key role in building, transforming and growing businesses through high-impact financial and risk management strategy. In his last assignment, Mr. Sunil Samdani was the Executive President and Chief Financial Officer of Bandhan Bank. He was a part of the core team that helped set up Bandhan Bank, led the Bank's IPO, spearheaded the acquisition of GRUH Finance and executed the largest secondary equity sale in the banking space. Prior to his eight and half year stint at Bandhan, Mr. Sunil Samdani was Chief Financial Officer at Karvy Financial Services Limited, where he set up the treasury and finance functions for the NBFC and has also worked in senior roles in various financial institutions including banks and NBFCs. He is a member of the Institute of Chartered Accountant of India (ICAI) and has completed the Executive Development Program from Indian School of Business (ISB), Hyderabad.

In view of Company's growth strategy and based on the recommendation made by the NRC, the Board has approved the appointment of Mr. Sunil Samdani as a Whole-time Director of the Company, for term of 5 (Five) years commencing from October 20, 2023 till October 19, 2028. The office of Mr. Sunil Samdani shall be liable to retirement by rotation, and he shall continue to hold office of Whole-time Director as soon as he is re-appointed as a director and such re-appointment as director shall not be deemed to constitute a discontinuation in his tenure as Whole-time Director.

Mr. Sunil Samdani has given his consent to be appointed as such 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 as amended and 'Policy on Fit and Proper Criteria for Directors' as adopted by the Board. He fulfills the conditions for appointment as a Whole-time Director as specified in the Act read with Schedule V to the Act. He is not related to any director of the Company and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Appointment of Mr. Sunil Samdani as a Whole-time Director of the Company is in accordance with the Remuneration Policy of the Company.

The main terms and conditions of appointment of Mr. Sunil Samdani as Whole-time Director is given below:

- i) **Period:** For a term of 5 (Five) years commencing from October 20, 2023 till October 19, 2028 (both dates inclusive).
- ii) **Duties:** Whole-time Director shall perform his obligations with the proper and reasonable care, skill and shall faithfully and diligently serve the Company and subject to the superintendence, control and direction of the Board and the provision of Articles of Association of the Company, he shall perform such further duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board.

Whole-time Director shall, throughout his term in the Company as Whole-time Director, devote the whole of his time, attention and abilities to the business of the Company, and shall obey the orders, from time to time, of the Board and in all respects conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the Company and use his utmost endeavor to promote the interest thereof.

iii) **Remuneration:**

- A) Annual Fixed Pay: Rs. 3,30,00,000/- (Rupees Three Crores Thirty Lacs only) per annum.
- a. Basic Salary: Rs. 1,32,00,000/- per annum with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act.
- b. Perquisites/ Benefits: In addition to the above salary, shall also be entitled to the following perquisites/ benefits:
- i. Housing Rent Allowance – Rs. 52,80,000/- per annum.
- ii. Special Allowance: Rs. 1,23,01,080/- per annum.
- iii. Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service.
- B) Annual Performance Bonus: Rs. 70,00,000/- (Rupees Seventy Lacs only).
- C) ESOP: Eligible to participate in the Company's ESOP Scheme(s). In addition, entitled to 10,00,000 stock options under Employee Stock Option Plan 2021 ("ESOP 2021") at an exercise price of Rs. 300.26/- each. These stock options shall vest as per the vesting schedule as mentioned in ESOP 2021. The grant of the above stock options is in line with the provisions of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 as amended from time to time.
- D) ¹One-time joining bonus: Rs. 1,00,00,000/- (Rupees One Crore only).

¹Claw back clause – In case of resignation on or before 36 months of completion of service, 100% joining bonus will be clawed back.

Mr. Sunil Samdani will be eligible to all other benefits as per the Company's policy and will be subject to all other service conditions applicable to any other employee of the Company.

Minimum Remuneration in case of inadequacy or absence of profits: In the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act, in any financial year or years during the term of his appointment as Whole-time Director of the Company, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits including gain arising on exercise of employee stock options, as approved herein be paid as minimum remuneration to him for any financial year in aggregate. Considering the above, a special resolution is being sought pre-emptively from the Members.

Mr. Sunil Samdani will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sunil Samdani under Section 190 of the Act.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, of the Act is as under:

I. General Information

- i. Nature of Industry: The Company is a Non-Banking Financial Company ("NBFC"), engaged in Consumer and MSME financing.

- ii. Date or expected date of start of Commercial Production: The Company was incorporated in 1978. The Company is registered with the Reserve Bank of India (RBI) and classified as 'Systemically Important Non-Deposit Taking NBFC-Investment and Credit Company' i.e., NBFC-ND-SI-ICC. The Company is into financing business for over 3 decades with strong management team and extensive industry experience.
- iii. In case of new companies expected date of commencement of activities as per project approved by Financial Institution appearing in the Prospectus: Not Applicable
- iv. ² Financial performances during the year ended March 31, 2023:

Particulars	(Rs. In Crores)
Total Income	2,010.03
Profit before Interest cost, Depreciation & Tax (incl. Exceptional Item)	1,423.26
Profit Before Tax	766.57
Profit After Tax	584.94

²Standalone Financial

- v. Foreign Investments or collaborations, if any: While the Company has foreign investment in its Equity and Debt instruments, the Company has not made any foreign investments and neither entered into any collaborations during the last year.

II. **Information about the Appointee:**

1. Background Details	Refer Profile section as stated above.
2. Past Remuneration	Not applicable.
3. Recognition or Awards	NIL.
4. Job Profile and his suitability	<p>Mr. Sunil Samdani is a seasoned finance professional with over two decades of rich experience in the BFSI sector. He has played a key role in building, transforming and growing businesses through high-impact financial and risk management strategy.</p> <p>Taking into consideration his qualifications and expertise in respective field, Mr. Sunil Samdani is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.</p>
5. Remuneration proposed	As mentioned in terms and conditions above.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, his profile, responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.
7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	Apart from receiving remuneration as stated above Mr. Sunil Samdani does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. **Other information:**

1. Reason for loss / inadequate profit	Not Applicable
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2. Step taken or proposed to be taken for improvement	Not Applicable
3. Expected increase in productivity and profits in measurable terms	Not Applicable

IV. Disclosures:

The information and disclosure of the remuneration package shall be mentioned in the Board of Director's report under the heading "Corporate Governance" in compliance with Schedule V of the Act.

The said resolution confers a power on the Board, or the Nomination and Remuneration Committee, to alter or vary the terms and conditions of appointment, including any variation in remuneration, provided such remuneration is within the limits laid in Section 197/ Schedule V of the Act.

Save and except Mr. Sunil Samdani and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution, set out at Item No. 1 of this Notice.

None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

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

Annexure A

Information as required under Secretarial Standard - 2 on General Meetings and Regulation 30 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standard for appointment of the Director, a statement containing details of the concerned Director as on date of the Postal Ballot Notice is given hereunder:

Name	Mr. Sunil Samdani
DIN	10301175
Date of Birth (Age)	September 16, 1975 (48 years)
Qualification	Chartered Accountant
Date of First Appointment on the Board and term	October 20, 2023 till October 19, 2028 (both dates inclusive)
Reason for appointment	Having regard to the expertise, knowledge and rich experience of Mr. Sunil Samdani, the Board is of the view that his appointment as Whole-time Director would be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment to the Members as a Whole-time Director of the Company.
Expertise in specific functional area	Refer Profile section as stated above.
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Sunil Samdani is appointed as a Whole-time Director for a term of 5 (Five) years commencing from October 20, 2023 till October 19, 2028 (both dates inclusive) and is liable to retirement by rotation. The remuneration shall be payable as mentioned above.
Brief resume/ profile	Refer Profile section as stated above.
List of outside Directorships	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a director	NIL
No. of Meetings of the Board attended during the financial year 2022-23.	Mr. Sunil Samdani has been appointed as Whole-time Director (Executive Director) w.e.f October 20, 2023, hence, attendance at Board meeting is not applicable to him. 1/1 (from the date of his appointment till the date of the Postal Ballot Notice)
Shareholding in the Company including beneficial ownership	His relative is holding 2,000 equity shares of the Company.
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	There is no inter se relationship between Mr. Suni Samdani, other Members of the Board and Key Managerial Personnel of the Company.

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411 036
Maharashtra
Date: October 20, 2023
Place: Pune

By order of the Board of Directors,
For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS No.: 13918