

13 August 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

Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Subject: Postal Ballot Notice

Dear Sir / Madam,

Please find enclosed the Postal Ballot Notice dated 27 July, 2022 seeking the consent of the members of the Company pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Incorporation Rules), 2014, Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended, vide Ordinary resolution in respect of approval of Inter-Corporate Loan Limits (Give/Avail) (ICL) to Poonawalla Housing Finance Limited, Subsidiary Company up to Rs. 300 crores (related party transaction).

Further, we would like to inform that the Notice has been sent on 13 August 2022 through email to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the RTA / Depositories as on the cut-off date, i.e., Friday, 5 August 2022.

Kindly take the same on record.

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: 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

POONAWALLA FINCORP LIMITED

(Formerly, Magma Fincorp Limited)

Registered office: 601, 6th Floor, Zero One IT Park, Survey No. 79/1,
Ghorpadi, Mundhwa Road, Pune – 411 036, Maharashtra**Phone:** 020 6780 8090 **CIN:** L51504PN1978PLC209007**Website:** www.poonawallafincorp.com **Email:** secretarial@poonawallafincorp.com**NOTICE OF POSTAL BALLOT**

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

Dear Shareholders,

NOTICE is hereby given that pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”) and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, provisions of Secretarial Standard on General Meetings (“**SS-2**”) read with the General Circular No. 14/2020 dated April 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 and MCA Circular No. 20/2021 dated December 8, 2021, Circular No.02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and SEBI Circular No. SEBI /HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto (“**Listing Regulations**”), the resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot through remote electronic voting process (“**e-voting**”).

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. IST on Monday, September 12, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.

The Explanatory Statement under Section 102 of the Companies Act, 2013 setting out the material facts concerning the proposed resolution and the reasons thereof are annexed hereto for your consideration.

SPECIAL BUSINESS(ES):

- To approve Inter-Corporate Loan Limits (Give/Avail) (ICL) to Poonawalla Housing Finance Limited, Subsidiary Company up to Rs. 300 crores (related party transaction).**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’), applicable provisions of the Companies Act, 2013 (‘Act’) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and the Company’s Policy on Related Party Transaction(s), approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for one year from the date passing of this resolution in the nature of giving/ availing Inter-Corporate Loan Limits (ICL) to/ from Poonawalla Housing Finance Limited (‘PHFL’), a subsidiary company of Poonawalla Fincorp Limited (‘PFL’/ ‘Company’) and accordingly a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be

Page 1 of 10

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

agreed between the Company and PHFL, upto an aggregate amount of Rs. 300 Crores (Rupees Three Hundred Crores only) outstanding at any time, at an interest rate of SBI 3M MCLR + 0.25%, subject to the same being higher than the marginal cost of borrowings of the lender company (being the Company/PHFL, as the case may be), but lower than the cost of borrowings for the borrowing company (being the Company/ PHFL, as the case may be) for a short-term period of up to 6 months at any point of time and subject to such other terms and conditions as may be agreed between the companies and as approved by the Audit Committee and the Board, in accordance with the conditions approved by the Members of the Company as provided in the Explanatory Statement hereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments and alterations thereto, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

601, 6th Floor, Zero One IT Park,
Survey No. 79/1, Ghorpadi, Mundhwa Road,
Pune - 411036, Maharashtra
Date: July 27, 2022

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

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

NOTES

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) and Secretarial Standards on General Meetings (SS-2) setting out material facts are appended herein below.
2. Mr. Girish Bhatia, Practicing Company Secretary (CP No. 13792) has been appointed as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, August 05, 2022 (‘Cut-off date’) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.13.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only.
5. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, 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 provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
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-27July2022.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 Statement, shall be available for inspection from 10:00 A.M. to 12:00 Noon at the registered office of the Company till the last date of voting by the Members.
9. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (CDSL) on Friday, August 05, 2022.

The members whose name appear in the Register of Members/ list of Beneficial Owners as on Friday, August 05, 2022 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 Friday, August 05, 2022, being the cut-off date fixed for the purpose.
11. The voting through electronic means will commence on Sunday, August 14, 2022 at 09:00 A.M. IST and will end on Monday, September 12, 2022 at 05:00 P.M. IST. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
12. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
13. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (RTA), Niche Technologies Pvt. Ltd at nichetechpl@nicetechpl.com. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to secretarial@poonawallafincorp.com
14. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated, and shall be hosted at the Company's website at www.poonawallafincorp.com. The said public notice shall also mention the process for registration of email ids by those Members who have not yet registered their email-ids with the RTA and Depository Participants.
15. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before September 14, 2022 at the Registered Office of the Company. The result of the Postal Ballot (including e-voting), along with the Scrutinizer's Report will be posted on the Company's website www.poonawallafincorp.com at its weblink i.e. <https://poonawallafincorp.com/investor.php>
16. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and NSDL. The Ordinary Resolution, if passed by the requisite majority, shall be deemed to have been passed on Monday, September 12, 2022, being the last date specified by the Company for e-voting.
17. 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.
18. Any query in relation to the resolution proposed to be passed by 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, Asst. Vice President / 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.co.in.
19. **Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.**

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 Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.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.nsdl.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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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.nsd.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 6000001 and EVEN is 120881 then user ID is 1208816000001

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.nsd.com.
 - b) “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.co.in; nichetechpl@nichetechpl.com 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 on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President and/ or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to nichetechpl@nichetechpl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to your Depository Participants. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (Listing Regulations), effective April 01, 2022, mandates prior approval of the members by means of an ordinary resolution for all material related party transactions and subsequent material modifications, even if, such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Poonawalla Housing Finance Limited (“**PHFL**”) is a Subsidiary of Poonawalla Fincorp Limited (‘PFL’/‘the Company’) and registered with the Reserve Bank of India as a Housing Finance company. PHFL is engaged in providing ‘affordable housing finance’. With a view to have efficient liquidity management within the group and serve as a source of backstop liquidity for PFL/PHFL, PFL proposes to grant/avail a line of Inter-Corporate Loan Limits (ICL) for an aggregate amount of upto Rs. 300 Crores with PHFL. The line of credit allows PFL/PHFL to seek a drawdown of ICL which will be given/ taken at an interest rate of SBI 3M MCLR + 0.25%, subject to the same being higher than the marginal cost of borrowing for the lender company and lower than the marginal cost of borrowing for the borrower company at all times, for a tenure of up to 6 months. The terms of the proposed credit line ICL may be reviewed as and when necessary, during the tenure of the ICL in a manner not detrimental to the interests of either of PFL/PHFL. PFL/PHFL at its discretion, based on its liquidity and other relevant considerations, may consider providing this facility, within the limits approved by the Members of the Company.

PHFL, a Subsidiary of PFL is a related party within the meaning of Section 2(76) of the Companies Act, 2013, as amended from time to time (“Act”) and Regulation 2(1)(zb) Listing Regulations, and therefore as per the requirement of Listing Regulations, the proposed grant/avail of ICL limits to PHFL will be a related party transaction.

The management has provided the Audit Committee with the relevant details, as required under applicable laws, of the proposed related party transactions (“RPTs”) including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the above-mentioned RPTs with PHFL. The Audit Committee of the Company has approved the said transactions and has noted that the said transactions will be on an arms’ length basis and in the ordinary course of business of the Company and recommended that the approval of the Members be sought for the resolution contained at Item No.1 of the accompanying Notice. Accordingly, your Board recommends the passing of the resolution contained at Item No.1 of the accompanying Notice, for the approval of the Members.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided hereunder:

Sl. No.	Description	Details
1	Details of Summary of information provided by the management to Audit Committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Poonawalla Housing Finance Limited (PHFL) (Formerly Magma Fincorp Limited), a subsidiary company.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	<ul style="list-style-type: none"> • Mr. Prabhakar Dalal is an Independent Director on the Board of the Company and PHFL. • Mr. Amar Deshpande and Mr. Adar Cyrus Poonawalla are Non Executive Directors on the Board of the Company and PHFL.

c	Nature, material terms, monetary value and particulars of contracts or arrangement	<ul style="list-style-type: none"> • ICL Limits (Give/Avail)– Rs. 300 Crores (in one or more tranches). • Coupon – SBI 3M MCLR + 0.25%, subject to being higher than the PFL’s/PHFL’s 6-month marginal cost of borrowing. • Tenure – upto 6 Months • Prepayable - with 1 Day’s notice • Renewal – Annual. At the time of renewal, both parties may revise coupon rates. <p>Nature of security –unsecured category.</p>
d	Value of Transaction	• Rs. 300 Crores (in one or more tranches)
e	Tenure of the proposed transaction	1 year from the date of passing of this resolution with each facility extended for a period of upto 6 months.
f	Percentage of annual consolidated turnover of the Company (considering FY 2021-22 as the immediately preceding financial year	14.97% (Total Consolidated Revenue from operations FY ended 31.03.2022 – Rs. 2004.38 Crores)
2	Justification for the proposed transaction to be in interest of the Company	Efficient liquidity management within the Group
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	<p>This is specific ICL Transaction.</p> <p>Internal accrual and borrowings N.A 6 months for each tranche</p>
	(ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> • ICL Limits (Give/Avail) – Rs. 300 Crores (in one or more tranches). • Coupon – SBI 3M MCLR + 0.25%, subject to being higher than the PFL’s/PHFL’S 6-month marginal cost of borrowing • Tenure – upto 6 Months for each tranche • Prepayable - with 1 Day’s notice • Renewal – Annual. At the time of renewal, both parties may revise coupon rates. • Nature of security – unsecured category. • Other covenant - During the tenure of this arrangement, if PFL ceases to be the majority shareholder, the said arrangement will lapse.
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds will be utilised for ongoing funding requirements including debt servicing by PHFL/PFL as may be applicable.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	<p>The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and other arm’s length criteria and the report confirming that the proposed RPTs are on arm’s length basis is available on the Company’s website at its weblink i.e.</p> <p>https://poonawallafincorp.com/pfca/assets/pdf/Arms-Length-Report-PFL-PHFL-ICL-300-cr.pdf</p>
5	Any other information that may be relevant	Not Applicable

The members are being informed that grant/availment of ICL will not be considered as “deposits” in terms of RBI’s Master Direction – Non-banking Financial Companies Acceptance of Deposits (Reserve Bank) Directions, 2016.

In view of the above, the Company proposes to obtain prior approval of the members for granting authority to the Board of the Company (which term shall be deemed to include any Committee(s) constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to carry out such arrangements and transactions as specified in the resolution or as mentioned above (whether individually or taken together with a series of transactions or otherwise) with the Company, being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions, whether individually or in aggregate within the materiality thresholds as stated above.

Accordingly, the Board recommends passing of the Ordinary Resolution contained in item no. 1 of the accompanying Notice.

None of the other Directors, Key Managerial Personnel, or their relatives, are in any way concerned or interested, financially or otherwise, in the passing of the resolution at Item No. 1 of the accompanying Notice.

Members may please note that in terms of the provisions of the Listing Regulations, related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under Item No. 1 of this notice.

Registered Office:

601, 6th Floor, Zero One IT Park,
Survey No. 79/1, Ghorpadi, Mundhwa Road,
Pune - 411036, Maharashtra
Date: July 27, 2022

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

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