

November 30, 2022

**BSE Limited**

Corporate Relationship Department  
25<sup>th</sup> 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 (E).  
Mumbai - 400 051  
**NSE Symbol: POONAWALLA**

Dear Sir/Madam,

**Subject: Disclosure of Voting Result of Postal Ballot through e-voting process in terms of Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')**

Ref: Our Letter dated: October 28, 2022

Pursuant to Regulations 30 and 44 of SEBI LODR, please find enclosed herewith the result of the Postal Ballot through e-voting process, which was announced on November 30, 2022, at the registered office of Poonawalla Fincorp Limited (hereinafter referred as 'the Company') w.r.t the following matters as set out in the Notice dated October 21, 2022:

1. Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years.
2. Alteration of Memorandum of Association of the Company.

Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295 CP No.13792), Scrutinizer appointed for conducting the Postal Ballot process has submitted his Report to the Company on November 30, 2022. Based on the report received from the Scrutinizer, the resolutions w.r.t the aforesaid matters have been declared as passed with requisite majority by means of Postal Ballot through e-voting process and shall be deemed to have been passed on November 29, 2022, the last date of e-voting.

A copy of the Scrutinizer's Report along with certified copy of Minutes of the proceedings and results of Postal Ballot are enclosed herewith for your information and record. The Postal Ballot results are also being hosted on the Company's website [www.poonawallafincorp.com](http://www.poonawallafincorp.com).

This is for your information and record.

Thanking you.

Yours faithfully,

**For Poonawalla Fincorp Limited**  
(Formerly, Magma Fincorp Limited)

SHABNUM  
ZAMAN

Digitally signed by  
SHABNUM ZAMAN  
Date: 2022.11.30  
15:29:36 +05'30'

Shabnum Zaman  
Company Secretary  
ACS No. 13918

**Encl:** As above

**Poonawalla Fincorp Limited**  
(Formerly known as Magma Fincorp Limited)

**CIN:** L51504PN1978PLC209007

**Registered Office:** 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036

**T:** +91 20 67808090 | **E:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

**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

**Report of the Scrutinizer(s)**

**{Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies {Management and Administration} Rules, 2014 as amended upto date and Regulation 44 of the Securities Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations, 2015}**

To

The Board of Directors

**POONAWALLA FINCORP LIMITED**

(Formerly MAGMA FINCORP LIMITED)

**CIN – L51504PN1978PLC209007**

201 and 202, 2<sup>nd</sup> Floor, AP81

Koregaon Park Annex, Mundhwa

Pune, 411036, Maharashtra.



Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot (e-Voting) Results**

The Board of Directors of Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited) [hereinafter referred to as the "Company"] at its Meeting held on October 21, 2022, have appointed me (Girish Bhatia having FCS No.3295 and CP No.13792) as the Scrutinizer to conduct and scrutinize the Postal Ballot e-Voting process in a fair and transparent manner in respect of Resolutions as circulated /stated in the Postal Ballot Notice dated October 21, 2022 ("Notice").

In compliance with the provisions of 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 08, 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, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021 and the General Circular No.03/2022 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 Company had provided facility for voting through electronic means (e-Voting) to all the Members of the Company to enable them to cast their votes only through electronic means on the items mentioned in the Notice.

In view of the prevailing pandemic situation and to obviate difficulties faced by the Corporates in providing both voting by physical ballot and e-Voting, a facility was extended for the members to cast their votes only through e-Voting in accordance with the provisions of the MCA Circulars.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Act and the Rules framed thereunder as also under the Listing Regulations relating to voting through e-Voting process and for the Resolutions proposed in the Notice of Postal Ballot of the Company dated October 21, 2022.

My responsibility as a Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Notice. My Report is based on the Report generated from e-Voting system provided by the National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-Voting facilities for voting through electronic means in respect of the resolutions as contained in the Postal Ballot Notice.

**As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot (e-Voting) received from the Members of the Company, I submit my report as under :**

1. The Company has appointed NSDL as Service Provider, for the purpose of extending the facility of e-Voting to the Members of the Company through their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). M/s. Niche Technologies Private Limited is the Registrar and Transfer Agent (RTA) of the Company.
2. The Company on October 28, 2022 completed sending of Postal Ballot Notice and Explanatory Statement to its Members by e-Mail whose name(s) appeared on the Register of Members as on October 21, 2022 and whose e-Mail IDs are registered with the Company through NSDL.
3. In terms of the aforesaid Postal Ballot Notice and as prescribed in the aforesaid rules, the e-Voting facility was kept open for thirty (30) days period commenced on **Monday, October 31, 2022 at 9:00 A. M. IST and remained open till 5:00 P. M. IST on Tuesday, November 29, 2022** and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on e-Voting platform provided by NSDL.
4. The Members of the Company holding shares as on "**Cut-off Date**" i.e. **Friday, October 21, 2022** were entitled to vote on the Resolutions proposed in the Notice of Postal Ballot of the Members of the Company dated October 21, 2022.
5. The requisite Public Advertisement with respect to despatch of Postal Ballot Notice pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended) was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Loksatta" (in Marathi language) on **Saturday, October 29, 2022**.
6. Particulars of all the votes cast by electronic means have been entered in a register separately maintained for the purpose.
7. The votes casted by e-Voting were duly unblocked in the presence of 2 (two) witnesses. Votes cast by e-Voting were matched with the Register of Members of the Company / list of beneficiaries and checked. The votes downloaded from the e-Voting system were collated on **Tuesday, November 29, 2022 after 5:30 P. M.**
8. All votes cast through e-Voting upto 5:00 P.M. on Tuesday, November 29, 2022, the last date, and time fixed by the Company were considered for my scrutiny. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and RTA with respect to number of shares held on Friday, October 21, 2022, and authentication, wherever required, lodged for the purpose.



**Summary of total votes casted (aggregate of e-Voting) is as follows:**

Total number of shareholders on Cut-off Date i.e., October 21, 2022	192761
No. of Shareholders attended the meeting through Video Conferencing Promoter and Promoter Group: Public:	Not Applicable

**Item No.1: Special Resolution** – Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for another term of 3 (Three) years

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	858	594231035	N. A.	N. A.	858	594231035	99.9566
Dissent	46	258168	N. A.	N. A.	46	258168	0.0434
<b>Total</b>	<b>904</b>	<b>594489203</b>	<b>N. A.</b>	<b>N. A.</b>	<b>904</b>	<b>594489203</b>	<b>100.0000</b>

**Item No.2 : Special Resolution** – Alteration of Memorandum of Association of the Company

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	865	594481659	N. A.	N. A.	865	594481659	99.9987
Dissent	37	7444	N. A.	N. A.	37	7444	0.0013
<b>Total</b>	<b>902</b>	<b>594489103</b>	<b>N. A.</b>	<b>N. A.</b>	<b>902</b>	<b>594489103</b>	<b>100.0000</b>

9. Submit herewith my consolidated Scrutinizer's Report on the results of voting through e-Voting as under:

<b>Resolution No.1:</b>		Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for another term of 3 (Three) years						
<b>Resolution Required (Ordinary / Special)</b>		Special Resolution						
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>		No						
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1) * 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	e-Voting	470405352	470405352	100.0000	470405352	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	96438180	78008940	80.8901	77761033	247907	99.6822	0.3178
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.



Public – Non- Institutions	e-Voting	198273055	46074911	23.2381	46064650	10261	99.9777	0.0223
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>765116587</b>	<b>594489203</b>	<b>77.6992</b>	<b>594231035</b>	<b>258168</b>	<b>99.9566</b>	<b>0.0434</b>

<b>Resolution No.2:</b>			Alteration of Memorandum of Association of the Company					
<b>Resolution Required (Ordinary / Special)</b>			Special Resolution					
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>			No					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=(2)/(1) * 100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	e-Voting	470405352	470405352	100.000	470405352	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	96438180	78008940	80.8901	78008940	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non- Institutions	e-Voting	198273055	46074811	23.2381	46067367	7444	99.9838	0.0162
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>765116587</b>	<b>594489103</b>	<b>77.6992</b>	<b>594481659</b>	<b>7444</b>	<b>99.9987</b>	<b>0.0013</b>

Based on the aforesaid results, the Special Resolutions as contained in the Notice dated October 21, 2022 have been passed with the requisite majority and shall be deemed to have been passed on November 29, 2022, the last date of e-Voting.

All the relevant records relating to the e-Voting are under my safe custody and will be handed over to the Company Secretary for preserving safely.

Thanking You,



Place: Kolkata  
Date: 30/11/2022

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

GIRISH BHATIA  
Company Secretary in Practice

*Girish*

(CS GIRISH BHATIA)  
Practising Company Secretary  
FCS: 3295 CP: 13792  
UDIN: F003295D002527014  
PEER REVIEW : 2011/2022

**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

We the undersigned, have witnessed that the votes cast in respect of resolutions mentioned in the Notice of Postal Ballot dated October 21, 2022, of Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited) [the Company] through e-Voting were unblocked by the scrutinizer Mr. Girish Bhatia, from NSDL's e-Voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on November 29, 2022, at around 5.30 P.M. (IST) at 19-B, Alipore Road, Shubham Apartment, Flat No.5B, Kolkata –700 027. We are not in employment of the Company.

Mr. Sumit Agarwal  
Flat No.5A, Shubham Apartment  
19-B, Alipore Road  
Kolkata – 700 027.

*Sumit Agarwal*

Ms. Vishakha Agarwal  
Flat No.5A, Shubham Apartment  
19-B, Alipore Road  
Kolkata – 700 027.

*Vishakha Agarwal*



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

Countersigned By:  
For Poonawalla Fincorp Limited  
(Formerly, Magma Fincorp Limited)

ABHAY  
SURESHKUMAR  
BHUTADA

Digitally signed by ABHAY  
SURESHKUMAR BHUTADA  
Date: 2022.11.30 15:08:51  
+05'30'

Abhay Bhutada  
Managing Director  
(DIN: 03330542)

**RESULT OF POSTAL BALLOT**

Pursuant to sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 including any amendments thereto and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members was sought in respect of following matters as set out in Notice dated October 21, 2022:

1. Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years.
2. Alteration of Memorandum of Association of the Company.

Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295 CP No.13792), Scrutinizer appointed for conducting the Postal Ballot process and following results were announced on November 30, 2022.

**The Summary of the results are as follows:**

**Item No.1:**

**Special Resolution** - Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	858	594231035	N. A.	N. A.	858	594231035	99.9566
<b>Dissent</b>	46	258168	N. A.	N. A.	46	258168	0.0434
<b>Total</b>	<b>904</b>	<b>594489203</b>	<b>N. A.</b>	<b>N. A.</b>	<b>904</b>	<b>594489203</b>	<b>100.0000</b>

**Item No.2:**

**Special Resolution** – Alteration of Memorandum of Association of the Company.

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	865	594481659	N. A.	N. A.	865	594481659	99.9987
<b>Dissent</b>	37	7444	N. A.	N. A.	37	7444	0.0013
<b>Total</b>	<b>902</b>	<b>594489103</b>	<b>N. A.</b>	<b>N. A.</b>	<b>902</b>	<b>594489103</b>	<b>100.0000</b>

**Poonawalla Fincorp Limited**

(Formerly known as Magma Fincorp Limited)

**CIN: L51504PN1978PLC209007**

**Registered Office:** 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036

**T:** +91 20 67808090 | **E:** info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

The brief analysis of the result of the voting through e-voting are as under:

Particulars	Special Resolution
Date of announcement of postal ballot results through e-voting	30 November 2022
Date of Notice of Postal Ballot	21 October 2022
Record date for reckoning voting rights	21 October 2022
Total no. of shareholders on record date (Cut-off date i.e October 21, 2022)	192761
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

<b>Resolution No.1:</b>	Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years.
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1) *100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	e-Voting	470405352	470405352	100.0000	470405352	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	96438180	78008940	80.8901	77761033	247907	99.6822	0.3178
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

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Public – Non-Institutions	e-Voting	198273055	46074911	23.2381	46064650	10261	99.9777	0.0223
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>765116587</b>	<b>594489203</b>	<b>77.6992</b>	<b>594231035</b>	<b>258168</b>	<b>99.9566</b>	<b>0.0434</b>

<b>Resolution No.2:</b>		Alteration of Memorandum of Association of the Company.						
<b>Resolution Required (Ordinary / Special)</b>		Special Resolution						
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>		No						
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2)* 100
Promoter & Promoter Group	e-Voting	470405352	470405352	100.000	470405352	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	96438180	78008940	80.8901	78008940	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	198273055	46074811	23.2381	46067367	7444	99.9838	0.0162
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>765116587</b>	<b>594489103</b>	<b>77.6992</b>	<b>594481659</b>	<b>7444</b>	<b>99.9987</b>	<b>0.0013</b>

Above resolutions as set out in the Notice dated October 21, 2022 have been passed with requisite majority and shall be deemed to have been passed on November 29, 2022, the last date of e-voting.

For Poonawalla Fincorp Limited  
(Formerly, Magma Fincorp Limited)

Place: Pune  
Date: November 30,2022

ABHAY SURESHKUMAR BHUTADA  
Digitally signed by ABHAY SURESHKUMAR BHUTADA  
Date: 2022.11.30 15:11:01 +05'30'  
**Abhay Bhutada**  
**Managing Director**  
**DIN: 03330542**

**Poonawalla Fincorp Limited**  
(Formerly known as Magma Fincorp Limited)  
**CIN: L51504PN1978PLC209007**

**Registered Office:** 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036  
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**CERTIFIED TRUE COPY OF MINUTES OF THE PROCEEDINGS NO. 03/2022-23 HELD ON WEDNESDAY, NOVEMBER 30, 2022 AT 3:30 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED (FORMERLY KNOWN AS, MAGMA FINCORP LIMITED) ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEREUNDER ON THE SPECIAL RESOLUTIONS UNDER VARIOUS SECTIONS OF THE COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS SET OUT IN THE NOTICE DATED OCTOBER 21, 2022**

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The Board of Directors of the Company in its Board Meeting held on October 21, 2022 have accorded approval for the proposal to conduct Postal Ballot by e-Voting procedure pursuant to Sections 108 and 110 of the Companies Act, 2013 ("**the 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 08, 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, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, and the General Circular No.03/2022 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 notice was sent to members on October 28, 2022.

As provided in Rule 22 as well as sub-rule 4 of Rule 20 of the Management Rules, an advertisement was published by the Company on October 29, 2022, informing that the Notices along-with the explanatory statement and e-voting information, were emailed to all those members who have registered their email ID(s) with the Company/Depositories.

Further, the Board of Directors had appointed Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295 CP No. 13792), as scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner.

The Company had engaged the services of National Securities and Depository Limited ('E-voting Agency/NSDL') for providing e-voting facility to all the Members of the Company on the cut-off date, in terms of the provisions of Sections 110, 108 and other applicable provisions of the Act, MCA Circulars, and Listing Regulations. The e-voting period had started at Monday, October 31, 2022 at 09:00 A.M. IST and ended on Tuesday, November 29, 2022 at 05:00 P.M. IST.

Only those Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. October 21, 2022 were entitled to cast their votes by e-voting.

Accordingly, on closure of the e-voting period, Mr. Girish Bhatia, Scrutinizer, on the basis of data on e-voting and related documents furnished by NSDL, relating to the postal ballot, submitted his report to the Company on November 30, 2022.

**SPECIAL RESOLUTION:**

- 1) **Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**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 in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Bontha Prasada Rao (DIN: 01705080) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and who is eligible for re-appointment and for whom the Company has received notice under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 3 (Three) years effective from December 10, 2022 to December 09, 2025 (both dates inclusive).

**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 to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

- 2) **Alteration of Memorandum of Association of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies and other statutory/regulatory authorities as may be applicable, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Memorandum of Association (“**MoA**”) of the Company by way of complete substitution of the objects clause and the liability clause with the proposed objects clause and liability clause as provided under Annexure B of the Postal Ballot Notice attached herewith duly initialed by the Company Secretary for the purpose of identification.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filing of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

**Poonawalla Fincorp Limited**

(Formerly known as Magma Fincorp Limited)

**CIN:** L51504PN1978PLC209007

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**RESULTS:**

The Report submitted by the Scrutinizer was taken on record and the Managing Director announced the results of the postal ballot through e-voting and the same appears as Addendum to the Minutes.

Based on the Scrutinizer's Report, the Managing Director thereafter stated that the Special Resolutions as set out in the Notice dated October 21, 2022 was passed under the Postal Ballot by e-voting with requisite majority and shall be deemed to have been passed on November 29, 2022, the last date of e-voting.

**For Poonawalla Fincorp Limited**  
(Formerly, Magma Fincorp Limited)

SHABNU  
M ZAMAN



Digitally signed  
by SHABNUM  
ZAMAN  
Date: 2022.11.30  
15:41:41 +05'30'

**Shabnum Zaman**  
**Company Secretary**  
ACS No. 13918

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**ADDENDUM TO THE MINUTES OF THE PROCEEDINGS NO. 03/2022-23 HELD ON WEDNESDAY NOVEMBER 30, 2022 AT 3:30 P.M. AT THE REGISTERED OFFICE OF POONAWALLA FINCORP LIMITED (FORMERLY KNOWN AS MAGMA FINCORP LIMITED) ('THE COMPANY'), RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT THROUGH E-VOTING ON THE SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE DATED OCTOBER 21, 2022.**

**Declaration of Results of Postal Ballot through e-voting using the Platform provided by NSDL**

Pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Postal Ballot Notice dated October 21, 2022. The remote e-voting opened on Monday, October 31, 2022 at 09:00 A.M. IST and ended on Tuesday, November 29, 2022 at 05:00 P.M. IST).

Mr. Girish Bhatia, Practicing Company Secretary (FCS 3295, CP No. 13792), the Scrutinizer has carried out the scrutiny of all the electronic votes received up to the end of e-voting period.

The result of the remote e-voting (EVEN: 122779) using the Platform provided by NSDL as per the Scrutinizers' Report dated November 30, 2022 is as follows: -

**Summary of votes casted as follows:**

- Item No.1:** Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years

**Special Resolution** -

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	858	594231035	N. A.	N. A.	858	594231035	99.9566
<b>Dissent</b>	46	258168	N. A.	N. A.	46	258168	0.0434
<b>Total</b>	<b>904</b>	<b>594489203</b>	<b>N. A.</b>	<b>N. A.</b>	<b>904</b>	<b>594489203</b>	<b>100.0000</b>

- Item No.2:**

**Special Resolution** - Alteration of Memorandum of Association of the Company

Particulars	No. of votes contained in -						(%)
	e-Voting		Postal Ballot		Total		
	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	865	594481659	N. A.	N. A.	865	594481659	99.9987
<b>Dissent</b>	37	7444	N. A.	N. A.	37	7444	0.0013
<b>Total</b>	<b>902</b>	<b>594489103</b>	<b>N. A.</b>	<b>N. A.</b>	<b>902</b>	<b>594489103</b>	<b>100.0000</b>

The brief analysis of the results of the voting through e-voting are as under:

Particulars	Special Resolution
Date of announcement of postal ballot results through e-voting	30 November 2022
Date of Notice of Postal Ballot	21 October 2022
Record date for reckoning voting rights	21 October 2022
Total no. of shareholders on record date (Cut-off date i.e October 21, 2022)	1,92,761
No. of shareholders present in meeting either in person or through proxy: Promoter and Promoter Group: Public: Total:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public: Total:	Not Applicable

<b>Resolution No.1:</b>	Re-appointment of Mr. Bontha Prasada Rao (DIN:01705080) as an Independent Director of the Company for second term of 3 (Three) years
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2) * 100
Promoter & Promoter Group	e-Voting	470405352	470405352	100.0000	470405352	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	96438180	78008940	80.8901	77761033	247907	99.6822	0.3178

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	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	198273055	46074911	23.2381	46064650	10261	99.9777	0.0223
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>765116587</b>	<b>594489203</b>	<b>77.6992</b>	<b>594231035</b>	<b>258168</b>	<b>99.9566</b>	<b>0.0434</b>

<b>Resolution No.2:</b>	Alteration of Memorandum of Association of the Company
<b>Resolution Required (Ordinary / Special)</b>	Special Resolution
<b>Whether Promoter/Promoter group are interested in the agenda or resolution?</b>	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	Number of Votes		% of Votes polled	
					Favour (4)	Against (5)	Favour (6)= (4)/(2)* 100	Against (7)= (5)/(2)* 100
Promoter & Promoter Group	e-Voting	470405352	470405352	100.000	470405352	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Institutions	e-Voting	96438180	78008940	80.8901	78008940	-	100.0000	-
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public – Non-Institutions	e-Voting	198273055	46074811	23.2381	46067367	7444	99.9838	0.0162
	Postal Ballot		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
<b>Total</b>		<b>765116587</b>	<b>594489103</b>	<b>77.6992</b>	<b>594481659</b>	<b>7444</b>	<b>99.9987</b>	<b>0.0013</b>

**For Poonawalla Fincorp Limited**  
(Formerly, Magma Fincorp Limited)

SHABNU Digitally signed by SHABNUM ZAMAN  
M ZAMAN Date: 2022.11.30 15:43:59 +05'30'

Shabnum Zaman  
Company Secretary  
ACS No. 13918

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