

July 01, 2026

BSE Limited

Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

BSE Scrip Code: 524000

National Stock Exchange of India Limited

The Listing Department,
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East),
Mumbai - 400 051.

NSE Symbol: POONAWALLA

Dear Sir / Madam,

Subject: Notice of Annual General Meeting and Annual Report for the Financial Year 2025-26.

Reference: Regulation 30, 34 & 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

This is in furtherance to our letter dated May 05, 2026, we hereby inform you that the 46th Annual General Meeting (“AGM”) of the Company will be held on Friday, July 24, 2026, at 03:00 P.M (‘IST’) through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”).

Pursuant to Regulation 30 and 34 read with Paragraph A of Part A of Schedule III and Regulation 53 of SEBI Listing Regulations, we are enclosing herewith the following:

- I) Notice of the AGM of the Company (including e-voting instructions).
- II) Annual Report of the Company for the Financial Year (FY) ended March 31, 2026.

The Annual Report for the FY 2025-26 and the Notice of the AGM is available on the Company's website at the link i.e. <https://poonawallafincorp.com/documents/20121/0/PFL-Annual-Report-FY-2025-26.pdf> and <https://poonawallafincorp.com/documents/20121/0/PFL-46th-AGM-Notice-FY-2025-26.pdf> respectively.

Further, in compliance with circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI Circulars”), copies of the Annual Report for the FY 2025-26 and Notice of the AGM of the Company (including E-voting instructions) are being sent through electronic mode to all the Shareholders whose email addresses are registered with the Registrar to an Issue and Share Transfer Agents of the Company viz. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) or the Depository Participant(s).

Book Closure Notice: Pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules framed thereunder, Notice is hereby given that the Register of Members and Transfer Books of the Company will remain closed from Saturday, July 18, 2026 to Friday, July 24, 2026 (both days inclusive) (both days inclusive) for the AGM.

Cut-off date and E-voting details: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and read with MCA Circulars

Poonawalla Fincorp Limited

CIN: L51504PN1978PLC209007

Corporate Office: Unit No. 2401, 24th Floor, Altimus, Dr. G. M. Bhosale Marg, Worli, Mumbai, Maharashtra - 400018 **T:** +91 22 47733220

Registered Office: 201 and 202, 2nd floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036 **T:** +91 20 67808090

E: secretarial@poonawallafincorp.com | **W:** www.poonawallafincorp.com

and SEBI Circulars, the Company is pleased to provide all its Members the facility to exercise their vote electronically at the AGM of the Company, on all resolutions set forth in the Notice of the AGM.

Members of the Company holding shares either in physical or in dematerialized form as on the cut-off date, i.e., Friday, July 17, 2026, may exercise their votes electronically. The voting rights of Members shall be in proportion to their share in paid up equity capital of the Company as on Friday, July 17, 2026 (“cut-off date”). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained with the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.

The remote e-voting period begins on Monday, July 20, 2026 at 09:00 a.m. (IST) and ends on Thursday, July 23, 2026, at 05:00 P.M. (IST).

The Company is providing VC/OAVM through National Securities Depository Limited (“NSDL”) platform for the Members to participate in the AGM. Members may access the same at <https://www.evoting.nsdl.com> through the same login credentials provided to them for e-voting. Further, the detailed instructions for e-voting, participation in the AGM through VC and remote e-voting have been provided in the Notice of the AGM.

We hereby request you to take the above information on record.

Thanking You,

Yours faithfully,

For Poonawalla Fincorp Limited

**Shabnum Zaman
Company Secretary
ACS-13918**

Enc: A/a

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POONAWALLA FINCORP LIMITED

Registered Office: 201 and 202, 2nd Floor, AP81,
Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra.

Corporate Office: Unit No 2401, 24th Floor, Altimus,
Dr G.M. Bhosale Marg, Worli, Mumbai-400018 Maharashtra.

Phone: 020 6780 8090 CIN: L51504PN1978PLC209007

Website: www.poonawallafincorp.com Email: secretarial@poonawallafincorp.com

NOTICE OF ANNUAL GENERAL MEETING

Remote e-VOTING STARTS ON

Monday, July 20, 2026 at 09:00 a.m. (IST)

Remote e-VOTING ENDS ON

Thursday, July 23, 2026 at 05:00 p.m. (IST)

Notice is hereby given that the **46th (Forty Sixth) Annual General Meeting ("AGM"/"Meeting")** of the Members of Poonawalla Fincorp Limited (hereinafter referred to as the "**Company**") will be held on Friday, July 24, 2026 at 03:00 p.m. Indian Standard Time ("**IST**") through Video Conferencing ("**VC**")/ Other Audio - Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESS(ES):

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

- 2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the Report of Auditors thereon:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the Report of the Auditors thereon, be and are hereby received, considered and adopted."

- 3. To re-appoint Mr. Adar Cyrus Poonawalla (DIN: 00044815), who retires by rotation and, being eligible, has offered himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 (6) of the Companies Act, 2013, other applicable provisions of law and regulations, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time and as any of the aforesaid may be amended, modified, varied or re-enacted from time to time, Mr. Adar Cyrus Poonawalla (DIN: 00044815), Director, who retires by rotation at this Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

- 4. To appoint B. K. Khare & Co., Chartered Accountants, (Firm Registration Number: 105102W) as a Joint Statutory Auditor of the Company and to fix their Remuneration:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Audit



and Auditors) Rules, 2014, and any other applicable rules made thereunder, Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), issued by the RBI, dated April 27, 2021 (“RBI Guidelines”) read with the policy for appointment of Statutory Auditors, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of law and regulations, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time and as any of the aforesaid may be amended, modified, varied or re-enacted from time to time, the relevant provisions of the Memorandum of Association and Articles of Association, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the appointment of B. K. Khare & Co. Chartered Accountants, (Firm Registration Number: 105102W) who being eligible for appointment as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the said RBI Guidelines as the Joint Statutory Auditor of the Company, and to hold office for a period of 3 (Three) financial years from the conclusion of 46th (Forty Sixth) AGM till the conclusion of

the 49th (Forty Ninth) AGM of the Company to conduct audit of accounts of the Company, at such remuneration mentioned in the explanatory statement annexed herewith.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted or any person(s) authorized by the Board in this regard) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company.”

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411 036
Maharashtra
Place : Mumbai
Date: May 05, 2026

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

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

NOTES FOR MEMBERS' ATTENTION:

Virtual Meeting:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 in continuation to the circulars issued earlier in this regard ("MCA Circulars") allowed, *inter-alia*, conduct of AGM through "VC"/"OAVM" facility till further orders and relevant circulars issued by the Securities and Exchange Board of India ("SEBI") in this regard has provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with the MCA Circulars, provisions of the Companies Act, 2013 ("Act") and the SEBI Listing Regulations, Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the 46th (Forty Sixth) AGM of the Company is being conducted through VC/OAVM facility.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), SS-2 and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, as amended, the Company through National Securities Depository Limited ("NSDL") will be providing facilities in respect of:
 - (a) voting through remote e-voting;
 - (b) participation in the AGM through VC/OAVM facility;
 - (c) e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained at Note No. 22 under the heading Procedure to join the AGM on NSDL e-voting system.
3. The deemed venue for the 46th (Forty Sixth) AGM shall be the registered office of the Company situated at 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra, India.
4. In terms of the MCA Circulars, the requirement of physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 46th (Forty Sixth) AGM. Hence, the proxy form and attendance slip including route map are not annexed to this Notice.
5. In pursuance of Section 112 and Section 113 of the Act, Government, institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc. may appoint a representative for the purpose of voting through remote e-voting by Board resolution/ power of attorney/ authority letter, etc., for participation in the 46th (Forty Sixth) AGM through VC/ OAVM facility and e-voting during the 46th (Forty Sixth) AGM. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to girishbhatia1956@gmail.com with a copy marked to evoting@nsdl.com.
6. Attendance of the Members participating in the 46th (Forty Sixth) AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum requirement under Section 103 of the Act.
7. The Members can join the AGM in the VC/OAVM mode 30 (Thirty) minutes before and after the scheduled time of the commencement of the Meeting, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors and Secretarial Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
8. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the register of Members of the Company will be entitled to vote.
9. In compliance with the aforesaid MCA Circulars and pursuant to Sections 101 and 136 of the Act read with the relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic

mode to those Members whose email addresses are registered with the depository participants/ Registrar to an Issue and Share Transfer Agent ("RTA").

For those shareholders whose email ids are not registered, web-link of the documents is being sent via registered post. The documents are also available on the website of the Company at www.poonawallafincorp.com

10. Members may note that the AGM Notice and the Annual Report 2025-26 will also be available on the Company's website www.poonawallafincorp.com at weblink i.e. <https://www.poonawallafincorp.com/investor-financials.php> and websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. agency for providing remote e-voting facility i.e. www.evoting.nsdl.com.
11. Physical copy of the Annual Report 2025-26 (including the Notice of the 46th AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the FY 2025-26, may write to the Company at secretarial@poonawallafincorp.com requesting for the same by providing their DP ID and Client ID/folio number details.
12. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport) in support of the address of the Member, to the RTA at investor.helpdesk@in.mpms.mufg.com
13. Members holding shares in dematerialized (demat) mode are requested to register/update their e-mail ids with their relevant Depository Participants.

Procedure for remote e-voting and e-voting during the AGM :

14. Pursuant to the provisions of Section 108 of the Act read with Rules and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-voting facility provided by listed entities and the MCA Circulars, the Company is providing facility of

remote e-voting to its Members in respect of the business to be transacted at the AGM.

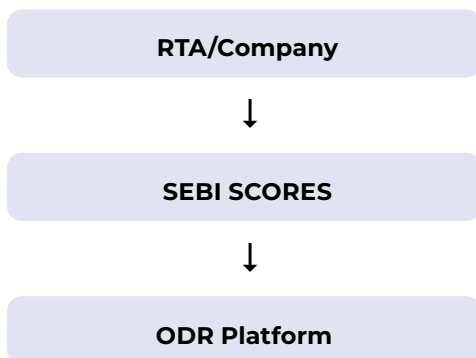
15. The remote e-voting period begins on **Monday, July 20, 2026 at 09:00 A.M. (IST) and ends Thursday, July 23, 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the register of Members/beneficial owners maintained by the depositories, as on the cut-off date i.e., **Friday July 17, 2026** may cast their vote electronically.
16. The voting right of the Member shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date, **Friday, July 17, 2026**. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
17. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
18. The Board of Directors has appointed Mr. Girish Bhatia, Practicing Company Secretary (FCS: 3295/ CP No. 13792), as the scrutinizer ("**Scrutinizer**") the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer, shall post conclusion of the meeting, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's report and submit report to the Company Secretary, within 2 (Two) working days from the conclusion of the meeting, who shall countersign the same.
19. The results of remote e-voting and voting at the Meeting shall be declared by the Chairman or by any other Director or Company Secretary duly authorized in this regard. The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.poonawallafincorp.com and also be displayed on the Notice Board of the

Company at its registered office and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations. The resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Friday, July 24, 2026** subject to receipt of the requisite number of votes in favour of the resolutions.

20. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal ("**ODR Portal**") available at <https://smartodr.in/login> to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website <https://poonawallafincorp.com/investor-info> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]

Flow of Investor Dispute Resolution Framework:



21. Important notice for investors holding non-convertible securities of the Company:

SEBI has released a procedural framework for dealing with unclaimed interest, dividend and redemption amounts lying with entities having listed non-convertible securities and manner of claiming such amounts by investors. The Company has formulated a framework specifying the process to be followed by the investors for claiming their unclaimed amounts which is available on the website of the Company at <https://poonawallafincorp.com/documents/20121/0/PFL-Policy-NCD-Claims-2.pdf/c9249d5f-f1f8-3601-d6e0-14b6f92032a8>

22. NSDL e-voting Instructions:

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 09, 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.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div data-bbox="448 1256 651 1308">  App Store </div> <div data-bbox="703 1256 932 1308">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;"> <div data-bbox="493 1330 643 1480">  </div> <div data-bbox="746 1330 896 1480">  </div> </div>
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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of shareholders	Login Method
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 Depository site after successful authentication, wherein you can see e-voting feature. Click on the 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 or joining virtual meeting & voting during the meeting.

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.
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. 1800-21-09911.

B) Login Method for e-voting and joining virtual meeting 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 139961 then user ID is 139961001***.

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.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 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 or send a request to Ms. Pallavi Mhatre, AVP- 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 e mail ids for e-voting for the resolutions set out in this 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 evoting@nsdl.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 evoting@nsdl.com 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.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Procedure for e-voting during the AGM:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will attend the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting instructions pointer.

Procedure to join the AGM on NSDL e-voting system:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops/Machine for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ ask questions as a speaker at the AGM may

pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to secretarial@poonawallafincorp.com between Wednesday, July 08, 2026 (09:00 a.m. IST) and Friday, July 17, 2026 (05:00 p.m. IST). Only those Members who have pre-registered themselves as speakers, will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time for the AGM.

6. Members who need assistance before or during the AGM regarding the E-voting facility provided by NSDL, can contact to Ms. Pallavi Mhatre-Associate Vice President – NSDL or call at 022 - 4886 7000.

23. shareholder Awareness:

- a. Non-resident Indian shareholders are requested to inform about the following immediately to the RTA of the Company or the concerned Depository Participant, as the case may be:-
 - i. the change in the residential status upon return to India for permanent settlement; and
 - ii. the particulars of the NRE account with a Bank in India, if not furnished earlier.
- b. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical form can submit their PAN, KYC details and Nomination in the prescribed forms to the RTA.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

- c. The Company has entered into necessary arrangements with NSDL and Central Depository Services (India) Limited ("CDSL") to enable the shareholders to dematerialize their shareholding in the Company for which they may contact the depository participant of either of the above depositories.

Members are requested to contact the RTA for reply to their queries/ redressal of complaints, if any by raising an email query at the following email id: investor.helpdesk@in.mpms.mufg.com or secretarial@poonawallafincorp.com

d. Dematerialization of shares:

In terms of the revised provisions of the SEBI Listing Regulations, effective January 22, 2026 and in accordance with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 06, 2026, the listed companies shall issue securities in dematerialized form only while processing the various service requests received from the shareholders.

The securities holder/claimant shall submit duly filled up Form ISR-4 along with the documents/details specified therein. The investors shall have a demat account before submitting the service request. Latest Client Master List ("**CML**") of the demat account, not older than two months and duly attested by the depository participant ("**Depository Participant**" or "**DP**") and duly filled in demat conversion request form shall be submitted by the investor along with the service request to the RTA.

The shareholders may approach the nearest Depository Participant or browse through the website of National Securities Depository Limited (www.nsdl.com) and Central Depository Services Limited (www.cdslindia.com) for further clarification in this regard. shareholders are requested to contact the MUFG Intime India Pvt Ltd for any queries in regard to the aforesaid or contact at the registered office of the Company.

Process for dematerization of shares is available at the website of the Company at weblink i.e. <https://poonawallafincorp.com/investor-info>

- e.** Members holding shares in dematerialized form are requested to update with their respective Depository Participants, their bank account details (account number, 9 digit MICR and 11 digit IFSC), E-mail address and mobile number. Members holding shares in physical form may communicate details to the RTA before the record date, by

quoting the folio no. and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self attested scanned copy of the PAN card.

- f.** Members are requested to contact the RTA for reply to their queries/ redressal of complaints, if any by raising an email query at the following link: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html. or secretarial@poonawallafincorp.com

g. Payments only in electronic mode

In terms of SEBI Listing Regulations, all listed companies are mandatorily required to make all payments including dividends, interests, redemption or repayment amounts, by using any RBI approved electronic mode of payment viz., National Automated Clearing House (NACH), Direct Credit, Real Time Gross Settlement (RTGS), National Electronic Fund Transfer (NEFT), etc. shareholders are requested to update your bank account details, to ensure direct credit of said amounts.

h. Simplified Norms for processing Investor Service Request:

Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares:

As per mandate from SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 06, 2026, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature for their corresponding folio numbers.

The security holder(s) whose folio(s) do not have PAN, contact details, bank account details and specimen signature updated, shall be eligible:

- (a) to lodge grievance or avail any service request from the RTA only after furnishing PAN and KYC details.
- (b) for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.

shareholder are requested to send an email request along with duly signed Form ISR-1 and other relevant forms to our RTA, MUFG Intime India Pvt Ltd at the e-mail ID: Investor.helpdesk@in.mpms.mufg.com.

The forms for updation of PAN, KYC, bank details and Nomination viz., forms ISR-1, ISR-2, ISR-3, SH-13 and the aforesaid SEBI circular are available on our website at <https://poonawallafincorp.com/investor-info>

Members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI Circulars along with the supporting documents, wherever required, to our RTA, MUFG Intime India Pvt Ltd for immediate action.

A copy of such forms can be downloaded from the website of the Company at www.poonawallafincorp.com or from the website of our RTA at www.in.mpms.mufg.com → Resources → Downloads → KYC → Formats for KYC

i. Special Window for Re-lodgment of Transfer Requests of Physical Shares of Poonawalla Fincorp Limited.

Pursuant to SEBI Circular No. HO/38/13/11(2)2026 - M I R S D - POD/1/3750/2026 dated January 30, 2026, all shareholders are hereby informed that a “Special Window” is being opened to facilitate transfer and dematerialization of physical securities which were sold/purchased prior to April 01, 2019.

This special window shall be open for a period of one year from February 05, 2026 to February 04, 2027.

The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien marked/pledged during the said lock-in period.

Applicability of Special Window:

Execution Date of Transfer Deed	Lodged for transfer before April 01, 2019?	Original Security Certificate Available?	Eligible to lodge in the current window?
Before April 01, 2019	No (it is fresh lodgement)	Yes	✓
Before April 01, 2019	Yes (it was rejected/ returned earlier)	Yes	✓
Before April 01, 2019	Yes	No	X
Before April 01, 2019	No	No	X

shareholders are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Registrar to an Issue and Share Transfer Agent at Investor.helpdesk@in.mpms.mufg.com.

j. Suspense Escrow Demat Account:

Pursuant to SEBI Circular dated January 25, 2022, to enhance the shareholders experience in dealing with securities markets, the listed companies shall issue the securities in dematerialized form only, while processing any investor service requests viz., issue of duplicate share certificates, endorsement, transmission, transposition.

After processing the investor service request(s), a Letter of Confirmation (LOC) would be issued to the shareholders in

lieu of a physical securities certificate. LOC shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerialising the said securities/shares. In case the shareholders fail to submit the dematerialization request within 120 days, the Company shall then credit those securities to the Suspense Escrow Demat Account held by the Company. The shareholders can reclaim these shares from the Company’s Suspense Escrow Demat Account on submission of documentation prescribed by SEBI.

k. Simplification of Procedure for Issuance of Duplicate Share Certificates:

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardized as below:

Documentation Requirements for Issuance of Duplicate Shares Certificate

- Value upto ₹ 10,000 - Undertaking on plain paper (no notarization required)
- Value above ₹ 10,000 and upto ₹ 10 Lakh - Single Affidavit-cum- Indemnity Bond
- Value above ₹ 10 Lakh - Affidavit-cum- Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

l. Various Investor initiatives by our RTA:

As part of their constant endeavour to enhance investor servicing, our RTA has implemented various investor initiatives, as under:

- i) Investor Service portal: SWAYAM is a secure, user friendly web-based application that empowers shareholders to effortlessly access various services.

This application can be accessed at <https://swayam.in.mpms.mufg.com/>
<https://swayam.in.mpms.mufg.com/>.

- ii) FAQs: The FAQ section on RTA's website has detailed answers to all probable investor queries. Please visit <https://web.in.mpms.mufg.com/faq.html>.

- iii) Chatbot: 'iDIA' is a Chatbot developed by our RTA, that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to <https://in.mpms.mufg.com/> "<https://in.mpms.mufg.com/>.

- iv) Standard Operating Procedure (SOP): Details of services provided to investors, their rights, timelines for various activities, Do's and Don'ts and grievance redressal mechanism can be accessed on <https://in.mpms.mufg.com/investorcharter.html>.

- v) Web-based Investor Query facility: To facilitate faster responses to shareholder

queries, shareholders are required to submit their queries or requests only electronically through their website at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html.

Following is the step-by-step procedure to be followed by shareholders to raise query/service request through website of RTA:

- Click on the following weblink: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html
- Enter email address and answer a math question, based on which OTP will be received for entering the same;
- Select name of the Company from drop down, fill in DP ID Client ID/Folio No., mobile no., and request type; and
- Input the query details and submit. Provision has been made for attaching 5 separate files of 1 MB each.

Once a service request is submitted, an auto acknowledgement is sent providing the URN (Unique Reference No.) assigned. The acknowledgement also has a URL through which the person can view the status of his service request. The said email is sent from noreply@in.mpms.mufg.com.

- m. Members are requested to fill in and send the feedback form available on the website of the Company at www.poonawallafincorp.com send feedback form through email at secretarial@poonawallafincorp.com or registered office of the Company at 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune – 411 036.
- n. The Board has adopted Investor Grievance Policy, which outlines the grievance redressal framework of the Company and the same is available on the website of the Company at <https://poonawallafincorp.com/documents/20121/0/PFL-SRC-Investor-Grievance-Version-No-6.0.pdf/880a6067-ed92-cb50-6c39-1bd645aa3617>
- o. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 18, 2026 to Friday, July 24, 2026 (both days inclusive) for the purpose of AGM.

24. shareholders unpaid/unclaimed dividend/ shares related matters:

- a. In terms of Sections 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“**IEPF Rules**”), as amended from time to time, dividends which remain unpaid/unclaimed over a period of 7 (Seven) years will have to be transferred by the Company to Investor Education and Protection Fund authority (“**IEPF Authority**”) of the Central Government.
- b. The Members are requested to note that pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more are also required to be transferred to IEPF Authority. In this regard individual notices are being sent to the concerned shareholders for whom the dividend remains unclaimed and unpaid with the Company from FY 2018-19 onwards and newspaper publications will be made in accordance with the IEPF Rules.
- c. The details of the dates on which dividend should be transferred to the aforesaid Authority is given below:

Financial Year	Date of Declaration	Due for transfer
2018-19	August 01, 2019	September 06, 2026
2019-20	The Company did not declare any dividend for Financial Year 2019-20.	
2020-21	The Company did not declare any dividend for Financial Year 2020-21.	
2021-22	July 29, 2022	September 03, 2029
2022-23	July 25, 2023	August 30, 2030
2023-24 (Interim Dividend)	January 18, 2024	February 23, 2031
2024-25	The Company did not declare any dividend for Financial Year 2024-25.	

The Company has uploaded the information in respect of the unpaid / unclaimed dividend amounts lying with the Company, as on the date of the last meeting held on July 29, 2025 on the IEPF website www.iepf.gov.in and under “Investors Section” on the website of the Company viz., www.poonawallafincorp.com.

- d. Accordingly, all unpaid / unclaimed amounts in respect of dividends paid by the Company for the year ended March 31, 2019 must be transferred to the IEPF Authority. shareholders are requested to encash the dividend before the due date of transfer i.e. September 06, 2026.
- e. The Members of the Company can encash the unpaid dividend for the year ended March 31, 2019 or any subsequent year, before transfer to the IEPF Authority by writing a request to the Company Secretary, Poonawalla Fincorp Limited, “201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune – 411036, Maharashtra or at secretarial@poonawallafincorp.com. No claim will be entertained thereafter by the Company.
- f. The Members are being informed that the Company has transferred an amount of ₹ 309,720/- to IEPF being the unclaimed dividend for FY 2017-18. The Company has also transferred 20,622 equity shares to the IEPF Authority in accordance with the applicable provisions.
- g. Once the unpaid/ unclaimed dividend or the shares are transferred to IEPF Authority, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the registered office of the Company for verification of the claim addressing to Ms. Shabnum Zaman, Company Secretary and Nodal Officer and Ms. Swapnal Patane, Deputy Nodal Officer of the Company.
- i. The IEPF Rules and the application form (Form IEPF – 5), as prescribed by the MCA for claiming back of the shares/ dividend, are available on the website of the Company www.poonawallafincorp.com at its weblink

i.e. <https://www.poonawallafincorp.com/investor-info> as well as website of IEPF at www.iepf.gov.in.

j. Call center of IEPF Authority:

The IEPF Authority call center now be contacted at dedicated toll-free number 14453, which operates Monday to Friday from 9:30 a.m. to 5:30 p.m. The official toll-free helpline number for the Investor Education and Protection Fund Authority (IEPFA) in India is 14453. This service features a multi-language Interactive Voice Response System (IVRS) to assist claimants, check claim statuses, and resolve queries.

k. Saksham Niveshak Campaign – shareholders outreach:

During the year, the IEPF Authority launched the 100- day nationwide investor awareness campaign “Saksham Niveshak” to encourage shareholders to update KYC details and claim unpaid dividends and shares before their transfer to IEPF. In support of this initiative, the Company undertook various investor outreach measures through its website, stock exchange intimations, social media platforms.

25. Procedure for Inspection of Documents and Handling of Members’ Queries

- a. Members seeking to inspect such documents can send an email to the Company mentioning their name, Folio No./

DP ID and Client ID and the documents that they seek to inspect, with a self-attested copy of their PAN card to secretarial@poonawallafincorp.com

- b. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Friday, July 17, 2026, through email at secretarial@poonawallafincorp.com with their name, folio No./DP ID and Client ID. The same will be replied by the Company suitably.

The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act read with rules issued thereunder; and a certificate from the Secretarial Auditors of the Company certifying that the Employees’ Stock Option Schemes of the Company have been implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be electronically available for inspection by the Members during the Meeting. Furthermore, all documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., Friday, July 24, 2026, and shall be available for inspection upon login at NSDL e-voting system at www.evoting.nsdl.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As an additional information, the Explanatory Statement contains material facts pertaining to ordinary business mentioned in Item No. 3 to 4 of the said Notice.

ITEM NO. 3:

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard-2 (“SS-2”) on General Meetings for re-appointment of the Director is given hereunder:

Name of Director	Mr. Adar Cyrus Poonawalla
DIN	00044815
Designation/Category of Directorship	Chairman and Non-Executive Director
Date of Birth (Age)	January 14, 1981 (45 years)
Date of first appointment on the Board	June 01, 2021
Qualification	Bachelor’s degree in business studies from University of Westminster, London, United Kingdom.
Expertise in specific functional area	Mr. Adar Cyrus Poonawalla is the Chairman and a Non-Executive and Non-Independent Director of the Company. He has been associated with Serum Institute of India Private Limited since 2005, where he currently holds the position of Chief Executive Officer and Executive Director. He is also the founder of the Viloo Poonawalla Charitable Foundation, which primarily focuses on education, health care, water, environment sanitation and green spaces. In 2018, he was accorded the Corporate Social Responsibility award by CNBC Asia.
Terms and conditions of appointment/ re-appointment	Mr. Adar Cyrus Poonawalla retires by rotation at the ensuing AGM and being eligible, seeks re-appointment in terms of Section 152(6) of the Companies Act, 2013. He is entitled to sitting fees. His appointment as a non-executive, non-independent Director was approved by the shareholders on August 28, 2021 in accordance with the terms of his appointment, he is liable to retire by rotation.
Details of remuneration last drawn	Sitting fees of Rs 4 Lakh paid during the FY 2025-26.
Details of remuneration sought to be paid	Sitting fees as per terms of appointment.
*List of outside Directorships held in listed entities	NIL
Name of 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
Shareholding in the Company	NIL
No. of shares held	
(a) Own	
(b) For other persons on a beneficial basis	
No. of Meetings of the Board attended during the financial year 2025-26 and till the date of the Notice	4/4 (during the financial year 2025-26) <i>One board meeting was held after the financial year end and up to the date of this Notice, at which leave of absence was granted.</i>
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None

*Includes Directorships in listed entities (including debt listed).

**Includes only Audit Committee and Stakeholders’ Relationship Committee.

The Board of Directors recommends the resolution set out in Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

Save and except Mr. Adar Cyrus Poonawalla and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 3 of the AGM Notice.

ITEM NO. 4

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI Listing Regulations.

The Members are informed that in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, issued by Reserve Bank of India ("**RBI Guidelines**"), entities with asset size exceeding ₹ 15,000 Crore will have to get their statutory audit conducted under joint audit of a minimum of two audit firms. Appointment of each auditor can be for a continuous period of three years, subject to the audit firms satisfying the eligibility norms each year as specified in the RBI Guidelines. Post the expiry of the term of 3 (Three) years, the Statutory Auditors shall be eligible for re-appointment only after a cooling period of 6 (Six) years.

In accordance with the requirements of Section 139 of the Companies Act, 2013 ("Act") read with Rules made thereunder, MSKA and Associates LLP, Chartered Accountants, (Firm Registration No. 105047W/W101187), and Kirtane & Pandit LLP, Chartered Accountants, (Firm Registration No.105215W/W100057), act as the Joint Statutory Auditors of the Company.

The terms of appointment of Kirtane & Pandit LLP, Chartered Accountants, as one of the Company's Joint Statutory Auditors shall expire at the conclusion of the 46th (Forty Sixth) AGM of the Company.

In accordance with the Act, the RBI Guidelines, on the recommendation of the Audit Committee and considering various parameters including size and vintage of the firm, qualification, proficiency and experience of the audit partners, their clientele, industry experience and profile and knowledge in the financial services sector, adequacy of experienced resources and expertise in conducting audits, the

Board of Directors at their meeting held on May 05, 2026 considered, approved and recommended for approval of the Members of the Company, the appointment of B. K. Khare & Co., Chartered Accountants, (Firm Registration Number: 105102W) as the Joint Statutory Auditors of the Company for a period of 3 (Three) years commencing from the conclusion of 46th (Forty Sixth) till the conclusion of 49th (Forty Ninth) AGM of the Company.

Pursuant to the requirements of the Act, B. K. Khare & Co., Chartered Accountants, (Firm Registration Number: 105102W) have confirmed that their proposed appointment would be within the limits prescribed under Section 141 of the Act. They have further affirmed that they are not disqualified from being appointed as Statutory Auditors under the Act and the applicable rules made thereunder and have also confirmed their eligibility in accordance with RBI Guidelines.

Brief Profile: B. K. Khare & Co., Chartered Accountants, established in 1955 is a peer reviewed Practising Chartered Accountant firm registered with the Institute of Chartered Accountants of India (ICAI) having offices across key cities in India. Firm provides range of services which include comprehensive audit, tax, and consulting services, having more than 71 (Seventy-One) years of experience with clients including large Non-Banking Finance Companies (NBFCs).

Members are requested to note that if appointed, B. K. Khare & Co., Chartered Accountants shall be paid audit fees of ₹ 1,10,00,000/- (Rupees One Crore Ten Lakh Only) including regulatory certificates and professional fees for other certification as may be required, depending on their roles and responsibilities and scope of work, in addition to any out of pocket expenses, outlays and taxes, as applicable.

The scope include issuance of quarterly limited review reports, audit report on financial statements and regulatory certificates and having regard to the efforts and time commitment required for the audit, with power to the Board (including the Audit Committee of the Board or any other person(s) authorized by the Board or Audit Committee in this regard), to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental for giving effect to the said appointment of the Joint Statutory Auditors, including but not limited to determination of the roles and responsibilities / scope of work of the respective Joint Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing



the terms of appointment, including any contracts or documents in this regard, alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, without being required to seek any further consent or approval of the Members of the Company.

In addition, the Company will also be availing non-prohibited certification and other services from them. The remuneration/audit fee payable to the Joint Statutory Auditors, as proposed herein, is commensurate with the scope of work, size and scale of the operations of the Company. The fees for services for other professional work will be in addition to the audit fee as above and will be decided by the Company in consultation with the Joint Statutory Auditors and will be subject to approval by the Board of Directors and / the Audit Committee in the manner as mentioned in the resolution at Item No. 4 of the AGM Notice.

The Board of Directors recommends the resolution set out in Item No. 4 of the AGM Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 4 of the AGM Notice.

Registered Office:

201 and 202, 2nd Floor, AP81,
Koregaon Park Annex,
Mundhwa, Pune – 411036.
Maharashtra.
Place: Mumbai
Date: May 05, 2026

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

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



POONAWALLA FINCORP LIMITED

CIN: L51504PN1978PLC209007

Registered Office: 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune – 411 036.

Corporate Office: Unit No 2401, 24th floor, Altimus , Dr. G.M. Bhosale Marg, Worli, Mumbai -400018.

Website: www.poonawallafincorp.com ; Phone: 020-67808090 ;

Email: secretarial@poonawallafincorp.com

Name: E-mail id :

Address:.....

DP ID: Client ID:

Folio No.: Mobile No:

(in case of physical holding)

No of Equity Shares held : Signature of the Member:

[Please Tick (√) whichever is applicable]

Topic	1	2	3	4	5
Annual Report (Contents and Presentation)					
Timely receipt of Annual Report					
Conduct of Annual General Meeting					
Investors Services					
Views / Suggestions if any for improvement					

Rating Scale: 1=Unsatisfactory, 2=Performance needs improvement, 3=Satisfactory, 4=Good Performance, 5=Excellent

Members are requested to send this feedback form through email at secretarial@poonawallafincorp.com or registered office of the Company at 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune – 411 036.