

January 20, 2026

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

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

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

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith a copy of the Postal Ballot Notice dated January 16, 2026, of Poonawalla Fincorp Limited ("**Company**") along with the explanatory statement, for seeking approval of the Members of the Company.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, this Postal Ballot Notice is being sent today in electronic form only to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited, the Company's Registrars to an Issue and Share Transfer Agents ("**RTA**") as on Friday, January 16, 2026 ("**Cut-Off Date**").

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide remote e-voting/e-voting facility to its Members. The remote e-voting period commences on Wednesday, January 21, 2026, at 09:00 a.m. (IST) and ends on Thursday, February 19, 2026, at 05:00 p.m. (IST).

The detailed procedure for remote e-voting is provided in the Notes to the Postal Ballot Notice. The Postal Ballot Notice is also available on the website of the Company at www.poonawallafincorp.com.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Poonawalla Fincorp Limited

Shabnum Zaman
Company Secretary
ACS 13918

Enc: as Above

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

POONAWALLA FINCORP LIMITED**Registered office:** 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra**Phone:** 020 6780 8090 **CIN:** L51504PN1978PLC209007**Website:** www.poonawallafincorp.com **Email:** secretarial@poonawallafincorp.com**NOTICE OF POSTAL BALLOT**

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

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, January 21, 2026, at 9:00 a.m. (IST)	Thursday, February 19, 2026, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given to the Shareholders ("**Members**") of Poonawalla Fincorp Limited ("**Company**") that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("**Management Rules**"), the provisions of Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, relevant circulars including 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, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024, and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (together referred to as "**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 03, 2024, and SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 (together referred to as "**SEBI Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), any other applicable provisions of any law or regulations, circulars, etc., together with any present or future, amendment(s), modification(s), variation(s) or re-enactment(s) of any of the above, the resolutions appended below are proposed to be passed as Special Resolutions by way of a postal ballot ("**Postal Ballot**") through remote electronic voting process ("**remote e-voting/evoting**").

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

Members are requested to read the instructions in the notes under the section "**General information and instructions relating to e-voting**" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote(s) electronically. Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. IST on Thursday, February 19, 2026, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

The Board of Directors of the Company have appointed Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner in accordance with the provisions of the Act read with Rules and the MCA Circulars and they have communicated their consent to be appointed and will be available for the said purpose.

The Scrutinizer, after scrutinizing the remote e-voting, will submit their report to the Chairman or any person authorised by Chairman of the Company for declaration of the results of the remote e-voting on or before Saturday, February 21, 2026, at 5:00

P.M. Hours IST at the Registered Office of the Company. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website www.poonawallafincorp.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares / securities of the Company are listed.

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

SPECIAL BUSINESS(ES):

1. **Raising of funds through issue of equity shares of ₹2/- each of the Company and/ or other eligible securities convertible into equity shares of the Company through qualified institutions placement and / or through any other permissible mode**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **special resolution**:

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and rules formulated thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) ("**the Act**") and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"), the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy ("**FDI Policy**") issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time, and subject to other applicable statutes, rules, regulations, notifications, directions, guidelines and circulars issued by the Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs, and all other Ministries / Departments of the GOI, the Securities and Exchange Board of India ("**SEBI**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**", and together with the BSE, the "**Stock Exchanges**"), the Registrar of Companies, Maharashtra at Pune and / or any other competent regulatory or statutory authorities under any other law, from time to time to the extent applicable ("**Applicable Law**", and such authorities, the "**Appropriate Authorities**"), the memorandum of association and articles of association of the Company, the uniform listing agreement entered into by the Company with the Stock Exchanges and subject to such approvals, permissions, consents and/or sanctions as may be necessary from any concerned Appropriate Authorities, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of such Appropriate Authorities while granting any such approvals, permissions and/or consents as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee duly constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), the consent of the shareholders be and is hereby accorded to create, offer, issue and allot, such number of equity shares of ₹2 each of the Company ("**Equity Shares**") and/ or other eligible securities convertible into Equity Shares (collectively hereinafter referred to as "**Securities**"), or any combination thereof, in accordance with applicable law, in one or more tranches and/or one or more issuances simultaneously or otherwise, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws for an aggregate amount not exceeding **₹ 5,500 Crore (Rupees Five Thousand and Five Hundred Crore)** ("**Issue Size**") or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law, by way of qualified institutions placement ("**QIP**") and / or through any other permissible mode in accordance with the relevant provisions of applicable law or any combination thereof, in accordance with applicable law, to any eligible person(s), including Qualified Institutional Buyers ("**QIBs**") (as defined under the ICDR Regulations), eligible foreign/ non-resident investors and/ or any other category of investors whether or not such investors are members of the Company, as may be decided by the Board, in terms of and pursuant to Chapter VI of the ICDR Regulations, including the terms of the issuance, security, fixing of record date, and at such time and, at such prices, at a discount or premium to the market price, in

accordance with applicable law and/ or as may be permitted by the relevant regulatory/ statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board in its absolute discretion, and in such manner and on such terms and conditions, considering the prevailing market conditions and other relevant factors, and wherever necessary in consultation with the lead manager(s) and/or other advisor(s), as may be determined by the Board in its absolute discretion (“Issue”).

RESOLVED FURTHER THAT the Equity Shares to be created, issued, allotted and offered by the Company for the Issue or to be allotted upon conversion of the equity linked instruments issued in the Issue, in terms of the aforementioned resolution:

- (a) shall be subject to the provisions of the memorandum and articles of association of the Company and Applicable Law;
- (b) shall rank *pari passu* with the existing Equity Shares of the Company in all respects; and
- (c) shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring, if applicable.

RESOLVED FURTHER THAT in respect of the issue and allotment of the Securities to QIBs pursuant to the Issue:

- (a) the allotment of the Securities shall be completed within three hundred and sixty five (365) days from the date of approval of the Issue by the shareholders of the Company by way of a special resolution or such other time as may be permitted under the ICDR Regulations or other Applicable Law from time to time;
- (b) for determining the price of the Securities to be issued pursuant to such Issue, the relevant date shall be: (a) in case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the Issue; and/ or (b) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board;
- (c) the Equity Shares of the same class, which are proposed to be allotted through the Issue or pursuant to conversion or exchange of eligible Securities being offered through Issue, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company;
- (d) the Issue shall be made at such price not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations, the Act and other Applicable Law (“Issue Floor Price”), provided that the Board may, at its discretion and in accordance with applicable law, offer a discount of not more than 5% (five percent) or such other percentage as permitted under applicable law, on such Issue Floor Price, and the price determined for the Issue shall be subject to appropriate adjustments in accordance with the provisions of ICDR Regulations, as may be applicable;
- (e) no partly paid-up Securities will be issued/allotted; no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the ICDR Regulations;
- (f) the Securities shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the stock exchange(s) or except as may be permitted under the ICDR Regulations and other Applicable Law from time to time;
- (g) no single allottee shall be allotted more than 50% of the total Issue Size or such other limits as may be prescribed under Applicable Law and the minimum number of allottees shall be in accordance with ICDR Regulations and other Applicable Law;
- (h) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- (i) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting;
- (j) the tenure of the convertible or exchangeable Securities issued through the Issue shall not exceed such period as permissible under Applicable Law, to be decided by the Board; and
- (k) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis.

RESOLVED FURTHER THAT the consent of the shareholders, be and is hereby accorded to the Board, to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be

necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Securities pursuant to the Issue, the consent of the shareholders be and is hereby accorded to seek listing of any or all of such Securities of the Company as the case may be, on the Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board may perform all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including appointment or ratification of the appointment of running lead manager(s), registrar(s), banker(s), legal counsels, advisor(s), escrow banks, monitoring agency, intermediaries and any other agency that is required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and execution of agreements as may be necessary with such parties, finalization of the draft and final versions of the offer document, determination of the terms and conditions of the Issue, conversion of Securities, if any, negotiation and execution of transaction documents for the Issue and delegation of all or any of its powers conferred in relation to the Issue to such committee of directors as the Board may deem fit and proper for the purposes of the Issue and for settlement of any questions or difficulties that may arise in relation to the Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. **Appointment of Mr. Vikas Pandey (DIN: 11463386) as a Whole-time Director (Executive Director) of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India (**‘RBI’**) in this regard from time to time and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Vikas Pandey (DIN: 11463386), was appointed as an Additional Director in the capacity of Whole-time Director (**‘Executive Director’**) of the Company with effect from January, 16, 2026, pursuant to the provisions of Section 161 of the Act read with Regulation 17(1C) of the SEBI Listing Regulations to hold office up to the date of ensuing general meeting of the Company or three months from the date of his appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, being eligible, be and is hereby appointed as the Director of the Company with effect from January 16, 2026, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the SEBI Listing Regulations, and the rules, Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs, and other circulars and guidelines issued by the RBI in this regard from time to time, other applicable laws and pursuant to the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Vikas Pandey (DIN: 11463386), as the Whole-time Director (Executive Director) of the Company for a period of 5 (five) years with effect from January, 16 2026 till January 15, 2031, (both dates inclusive), who shall be liable to retire by rotation and on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year or years during the term of his appointment as Whole-time Director of the Company), with liberty to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and as may be agreed to between the Board of Directors and Whole-time Director

(‘Executive Director) provided that such alteration or variation, as the case may be, is in accordance with Schedule V to the Act or any amendments thereto.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act, in any financial year or years during the term of his appointment as Whole-time Director of the Company, the remuneration comprising salary including fixed pay, variable pay, performance linked incentive, perquisites, allowances and other benefits including exercise of employee stock options, as approved herein be paid as minimum remuneration to him for any financial year in aggregate, without seeking any further approval of the Shareholders in the general meeting subject to such payments being made for not more than three financial years.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

Registered Office:

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

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

Shabnum Zaman
Company Secretary
ACS No.: 13918

Date: January 16, 2026

Place: Mumbai

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**the Act**”) and Secretarial Standards on General Meetings (**SS-2**) setting out material facts are appended herein below.
2. Mr. Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295, CP No. 13792) has been appointed as the Scrutinizer for conducting the postal ballot only through the remote e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ **Depositories** as on Friday, January 16, 2026 (**‘Cut-off date’**) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 15 and 16.
4. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote e-voting only.
5. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged in the services of National Securities and Depository Limited (**‘NSDL’**) for facilitating e-voting to enable the Members to cast their votes electronically.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.poonawallafincorp.com at its weblink i.e. <https://poonawallafincorp.com/documents/20121/0/Postal-Ballot-Notice-January-16-2026.pdf> and websites of the stock exchanges, i.e., BSE Limited (**‘BSE’**) and National Stock Exchange of India Limited (**‘NSE’**) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://nsdl.co.in/>

8. The Company will issue necessary advertisements in the newspaper/e-newspaper having all India circulation and the newspaper circulating in the district where Registered Office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories/ Depository Participants.
9. In case of joint holders, 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.
10. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolutions, shall be available for inspection from 10:00 A.M. to 12:00 Noon on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of remote e-voting by the Members.
11. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (CDSL) as on Friday, January 16, 2026. The members whose name appears in the Register of Members/ list of Beneficial Owners as on Friday, January 16, 2026, being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice.
12. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, January 16, 2026, being the cut-off date fixed for the purpose.
13. The voting through electronic means will **commence on Wednesday, January 21, 2026, at 9:00 a.m. (IST) and will end on Thursday, February 19, 2026, at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
14. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
15. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar to an Issue and Share Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at Investor.helpdesk@in.mpms.mufg.com. In case of any queries/difficulties in registering the e-mail address, Members may write to secretarial@poonawallafincorp.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ RTA. Members may note that the Postal Ballot notice will also be available on the Company's website www.poonawallafincorp.com at weblink i.e. <https://poonawallafincorp.com/documents/20121/0/Postal-Ballot-Notice-January-16-2026.pdf> and websites of the Stock Exchanges BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members not having their email IDs registered are requested to download a copy of Postal Ballot Notice available at the website of the Company at www.poonawallafincorp.com at the weblink <https://poonawallafincorp.com/investor.php>
17. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated, and shall be hosted at the Company's website at www.poonawallafincorp.com. The said public notice shall also mention the process for registration of E-mail IDs by those Members who have not yet registered their email-ids with the RTA and Depository Participants.
18. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot e-voting process will be declared on or before Saturday, February 21, 2026 at the Registered Office of the Company and the result will also be displayed on the Notice Board at the registered office of the Company, immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The result of the Postal Ballot (including e-voting), along with the Scrutinizer's Report will be posted on the Company's website www.poonawallafincorp.com at its weblink i.e. <https://poonawallafincorp.com/investor.php>
19. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and NSDL. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, February 19, 2026, being the last date specified by the Company for remote e-voting.
20. The resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
21. Any query in relation to the resolution proposed to be passed through Postal Ballot may be addressed to Ms. Shabnum Zaman, Company Secretary at Email: shabnum.zaman@poonawallafincorp.com / secretarial@poonawallafincorp.com or query/ grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Asst. Vice President- NSDL, , 3rd Floor, Naman Chamber,

Plot C-32, Block -G, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 at 022 4886 7000 or at E-mail ID :evoting@nsdl.com.

Shareholder Section:

22. Members are requested to register/update their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with MUFG Intime India Pvt Limited by following due procedure.
23. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**
- I. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
24. You are requested to claim the following unclaimed amounts:
- **Unclaimed Dividend:** You are requested to claim and encash dividends declared by the Company in previous years, if unclaimed by you, by sending a request at Investor.helpdesk@in.mpms.mufg.com. With respect to unclaimed dividend, if any, for FY 2018-19, kindly claim the same on or before August 20, 2026. Details of unclaimed dividend are available at <https://poonawallafincorp.com/investor>.
25. As per mandate from SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025, physical securityholders are requested to furnish PAN, choice of nomination, contact details (postal address with PIN, mobile number), bank account details (bank name & branch, bank account number and IFSC code) and specimen signature ('mandatory KYC'). Accordingly, physical securityholders are requested to complete the mandatory KYC by sending an e-mail request along with duly signed Form ISR-1 and other relevant forms to MUFG Intime India Pvt Limited at the e-mail ID: Investor.helpdesk@in.mpms.mufg.com.

PAYMENTS ONLY IN ELECTRONIC MODE:

SEBI vide its (Fifth Amendment) Regulations, 2025 dated November 19, 2025 has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and mandated payment of dividends, interests, redemption or repayment amounts to be made only in electronic mode. You are requested to update your bank account details, to ensure direct credit of said amounts.

General information and instructions relating to e-voting:**PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING**

In compliance with provisions of Section 108 and 110 of the Act read with Rule 20 of the Management Rules including any amendments thereto and as per Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<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. 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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 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?	
<p>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.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p><i>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.</i></p> <p>4. Your User ID details are given below:</p>	
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 138172 then user ID is 138172001***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your ‘initial password’?</p> <p>(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’.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p> <p>6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:</p> <p>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.</p>	

- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to girishbhatia1956@gmail.com with a copy marked to evoting@nsdl.com; rnt.helpdesk@linkintime.co.in and secretarial@poonawallafincorp.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022-4886 7000 and 022-2499 7000 or send a request to Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Asst Vice President- NSDL at atevoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor.helpdesk@in.mpms.mufg.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to your Depository Participants. If you are an Individual shareholder holding securities in demat

mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 1:****Raising of funds through issue of equity shares of ₹2 each of the Company and/ or other eligible securities convertible into equity shares of the Company through qualified institutions placement and / or through any other permissible mode**

The Company foresees growth opportunities in its existing market and continues to evaluate options to improve its market share and accelerate its business growth. In order to strengthen the balance sheet, enhance financial flexibility and support scalable growth, the Company intends to undertake a fund raise by way of qualified institutions placement for achieving such growth and expansion, in compliance with applicable law. The proposed fund raise is intended to optimise the Company's liability profile and provide growth capital to prudently expand its assets under management. Accordingly, the enabling resolution seeks an approval from the members to raise funds, at an appropriate time by the Board, keeping in view the business needs of the Company.

Pursuant to the relevant sections of the Act, including, without limitation, Section 42 and 62(1)(c) of the Act, any offer or issue of the equity shares and/ or other eligible securities convertible into equity shares of the Company through private offerings and/or by way of qualified institutions placement, and / or through any other permissible mode in accordance with the relevant provisions of applicable law or any combination thereof, in accordance applicable law including with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and all other applicable laws, as may be considered appropriate, in the Company to persons other than members of the Company requires prior approval of the members by way of special resolution.

In terms of Sections 23, 42 and 62(1)(c) of the Act, the approval of the shareholders of the Company is accordingly being sought to permit the Board of Directors to create, offer, issue and allot equity shares of ₹2 each of the Company ("**Equity Shares**") and/ or other eligible securities convertible into Equity Shares of the Company (collectively hereinafter referred to as "**Securities**"), in accordance with applicable law, in one or more tranches and/or one or more issuances simultaneously or otherwise, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws for an aggregate amount not exceeding ₹ 5,500 Crore (Rupees Five Thousand and Five Hundred Crore) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law and as may be deemed appropriate by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by the resolution) in its absolute discretion, including the discretion to determine any eligible person(s), including the Qualified Institutional Buyers ("**QIBs**") or eligible foreign/ non-resident investors and/ or any other category of investors whether or not such investors are members of the Company or through any other permissible mode of eligible securities and eligible investors or any combination thereof of any of the above, to whom the issue, offer, and allotment shall be made in accordance with applicable law and considering the prevalent market conditions and other relevant factors and, wherever necessary, in consultation with running lead manager(s) and other agencies that may be appointed ("**Issue**"). The Board, at its meeting held on January 16, 2026, subject to the approval of the members, has approved such fund raising.

The net proceeds (proceeds from the Issue after adjustment of expenses related to the Issue, if any), will be utilized *inter alia* towards growth capital for augmenting asset under management ("**AUM**") growth and for lending towards various financing activities as per applicable law / regulation for non-banking finance companies ("**NBFC**"), repayment of existing borrowings including working capital facilities ("**WCDL**") / cash credit ("**CC**") / commercial papers ("**CP**"), including interest thereon of the Company, and/ or for any other general purposes as may be permissible under applicable law, and as approved by the Board (including any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by the resolution).

Object(s) of the QIP:

The Company shall utilise the proceeds from the Issue (after adjustment of expenses related to the Issue, if any) ("Net Proceeds") for:

1. growth capital for augmenting AUM growth and for lending towards various financing activities as per applicable law / regulation for NBFCs;
2. repayment of existing borrowings including WCDL / CC / CP, including interest thereon of the Company; and
3. general corporate purposes.

In terms of applicable circulars of the BSE Limited, the National Stock Exchange of India Limited in this regard as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), (a) the details for deployment of the net proceeds, as approved by the Board thereof, will be specifically mentioned in the preliminary placement document/ placement document, and (b) the funds to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through such issue. If the size of the Issue exceeds ₹ 100 Crore (Rupees One Hundred Crore only) or such other amount as may be prescribed under applicable law, a credit rating agency registered with the Securities and Exchange Board of India will monitor the use of proceeds and submit its report in the specified format of Schedule XI of the ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized, in accordance with the ICDR Regulations.

As the pricing of the Issue cannot be decided except at a later stage, it is not possible to state upfront the price of the Securities to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. For the issuance of the Securities undertaken by way of qualified institutions placement: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the ICDR Regulations or other applicable law from time to time; (b) the pricing of the Securities that may be issued to QIBs shall be determined by the Board subject to such price not being less than the floor price calculated in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations, the Act and other applicable law, provided that the Company may offer a discount of not more than 5% (five per cent) on such floor price or such other discount as may be permitted under the ICDR Regulations and other applicable law; (c) the 'relevant date' for the purpose of pricing the Securities shall be: (i) in case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the Issue; and/ or (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board; (d) the Equity Shares of the same class, which are proposed to be allotted through the Issue or pursuant to conversion or exchange of eligible Securities being offered through Issue, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company; (e) no partly paid-up Securities will be issued/allotted; (f) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the ICDR Regulations; (g) no single allottee shall be allotted more than 50% of the total Issue size or such other limits as may be prescribed under applicable law and the minimum number of allottees shall be in accordance with ICDR Regulations and other applicable law; (h) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; (i) the Securities shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the stock exchange(s) or except as may be permitted under the ICDR Regulations and other applicable law from time to time; (j) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting; (k) the tenure of the convertible or exchangeable Securities issued through the Issue shall not exceed such period as permissible under applicable law, to be decided by the Board; and (l) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis.

The Equity Shares to be offered, issued and allotted pursuant to the Issue or upon conversion of any Securities shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank *pari passu inter se* and

with the then existing Equity Shares of the Company, in all respects, including dividend. The Equity Shares allotted as above would be listed on the stock exchanges where the Equity Shares are listed.

The approval of the members is being sought to enable the Board, to decide on the fund raise and issuance of the Securities, to the extent and in the manner stated in the special resolution, as set out in Item No. 1 of this Notice, without the need for any fresh approval from the members of the Company in this regard.

The resolution proposed is an enabling resolution and the number of the Securities to be issued, identification of investors, price, quantum and timing of the Issue, conversion of Securities and the detailed terms and conditions for the Issue will be decided by the Board, in accordance with applicable law, in consultation with lead manager(s) and/or other advisor(s) appointed in relation to the Issue, as necessary, taking into consideration market conditions. The proposal, therefore, seeks to confer upon the Board, the absolute discretion and adequate flexibility to determine the terms of the Issue, as detailed above. The Company has made and will continue to make necessary disclosures to the stock exchanges, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The members are, therefore, requested to accord their approval for Item No. 1.

There would be no change in control pursuant to the issue of Securities.

None of the Directors, Key Managerial Personnel and Senior Management of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their respective shareholding, if any, in the Company.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Board recommends passing of the resolutions as set out in Item No. 1 of the notice for consideration and approval of the shareholders as special resolutions.

Item no. 2:**Appointment of Mr. Vikas Pandey (DIN: 11463386) as a Whole-time Director (Executive Director) of the Company:**

The Nomination and Remuneration Committee ('NRC') of the Board of the Company, at its meeting held on Friday, January 16, 2026 has unanimously recommended to the Board of the Directors ('Board'), the appointment of Mr. Vikas Pandey as an Additional Director in the capacity of a Whole-time Director for a period of 5 (five) years with effect from January 16, 2026 till January 15, 2031 (both dates inclusive) subject to approval of the shareholders of the Company. Mr. Vikas Pandey who has been serving as Senior Management Personnel will also be a Key Managerial Personnel of the Company. Mr. Vikas Pandey is satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 ('Act') as also the conditions set out under Section 196(3) of the Act for being eligible for appointment.

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

Rationale: The Company requires a senior experienced Whole-Time Director with strong business leadership, deep distribution understanding, and maturity to represent the organization at the highest levels. Mr. Vikas Pandey is well suited for this role. Mr. Vikas Pandey brings over two decades of experience with HDFC Group, where he has held leadership positions across business, distribution, analytics, marketing and digital functions. His extensive exposure to end-to-end business management equips him with the strategic and operational depth required at the Whole-Time Director level. Currently, Mr. Vikas Pandey heads multiple critical functions, including business analytics, marketing and digital initiatives, demonstrating his ability to manage complex, cross-functional responsibilities and drive growth in a rapidly evolving business environment. His strong business acumen and distribution expertise, combined with a proven track record in regulated financial services, provide the Company with stability and continuity in leadership. Importantly Mr. Vikas Pandey possesses the maturity and credibility to represent the Company before the Reserve Bank of India and other regulatory authorities, particularly in the absence of the Managing Director and Chief Executive Officer. Mr. Vikas Pandey's appointment as Whole-Time Director would significantly strengthen the senior leadership profile of the Company, enhance governance, and support long-term strategic objectives.

Profile: Mr. Vikas Pandey is an alumnus of the University of California, Berkeley, and brings over two decades of deep, hands-on experience in retail banking, distribution, and business management. Over the course of his career, he has built and scaled large, high-performing teams across multiple products, consistently driving growth through strong execution and disciplined distribution strategies. During his long and successful tenure at HDFC Bank, Vikas played a pivotal role in strengthening retail distribution, managing complex businesses at scale, and developing leaders who delivered sustained performance. His experience spans building new channels, expanding market reach, and ensuring profitability while maintaining strong risk and governance standards. At Poonawalla Fincorp, Mr. Vikas Pandey has been instrumental in launching five new businesses successfully, taking them from concept to execution. He has built robust distribution engines and teams that are truly "worth the metal", resilient, accountable, and capable of building sustainable businesses with sustained profitability. His approach combines strategic clarity with on-ground execution, ensuring that growth is not just rapid, but durable. Mr. Vikas Pandey is widely recognized for his ability to align people, processes, and products, making him a key driver of long-term value creation in financial services.

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

Roles & Responsibilities:

- Execute Board directives and the Managing Director and Chief Executive Officer's (MD & CEO) vision & strategy into clear plan and outcomes.
- Drive profitable growth, scale and govern branches, partner networks and digital channels.
- Advance customer centric products, end to end digital journeys to elevate experience.
- Represent the company before RBI / other regulators (as delegated) and ensure compliance.
- Strengthen organization's key risk management and internal controls.
- Engage critical stakeholders with timely and transparent manner.

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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

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- As KMP, takes charge of core policies and keeps decisions in line with Board direction and the MD&CEO's guidance
- Perform such duties from time to time as entrusted to him by the Board/MD & CEO, subject to superintendence, guidance and control of the MD & CEO/Board.

in view of the above and based on the recommendation made by the NRC, the Board has approved the appointment of Mr. Vikas Pandey as a Whole-time Director of the Company, for term of 5 (Five) years commencing from January 16, 2026, till January 15, 2031. The office of Mr. Vikas Pandey shall be liable to retirement by rotation, and he shall continue to hold office of Whole-time Director as soon as he is re-appointed as a director and such re-appointment as director shall not be deemed to constitute a discontinuation in his tenure as Whole-time Director.

Mr. Vikas Pandey has given his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and also the intimation in Form DIR-8 in terms of the said rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 as amended and 'Policy on Fit and Proper Criteria for Directors' as adopted by the Board. He fulfills the conditions for appointment as a Whole-time Director as specified in the Act read with Schedule V to the Act. Based on the declaration given by Mr. Vikas Pandey he is not related to any director of the Company and not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority. Appointment of Mr. Vikas Pandey as a Whole-time Director of the Company is in accordance with the Remuneration Policy and Compensation Policy of the Company.

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

- i) **Period:** For a term of 5 (Five) years commencing from January 16, 2026, till January 15, 2031 (both dates inclusive).
- ii) **Duties:** Whole-time Director shall perform his obligations with the proper and reasonable care, skill and shall faithfully and diligently serve the Company and subject to the superintendence, control and direction of the Board and the provision of Articles of Association of the Company, he shall perform such further duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board.

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

iii) **Remuneration:**

- A) Annual Fixed Pay ₹ 2,80,80,000/- (Rupees Two Crore Eighty Lakh and Eighty Thousand only) per annum. Annual increment to be decided by the Board of Directors as determined by the Nomination and Remuneration Committee of the Board on merit at its absolute discretion.
 - a. Basic Salary: ₹. 1,12,32,000/- per annum.
 - b. Perquisites/ Benefits: In addition to the above salary, shall also be entitled to the following perquisites/ benefits:
 - i. Housing Rent Allowance: ₹. 56,16,000/- per annum.
 - ii. Special Allowance: ₹. 93,43,896/- per annum.
 - iii. Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service.
- B) Variable Pay: He will be eligible for variable pay as per Company's policy. Variable Pay to be decided by the Board of Directors as determined by the Nomination and Remuneration Committee of the Board.

- C) ESOP: As Senior Management Personnel, the proposed appointee has been granted 10,00,000 stock options (Ten Lakhs) under the ESOP Scheme of the Company at an exercise price of ₹. 471.55/- vesting in accordance with the Grant Letter issued to him.

In addition to above, proposed appointee is eligible to participate in the Company's ESOP Scheme(s) and shall be granted such number of options as may be determined by the Nomination and Remuneration Committee of the Board.

- D) Mr. Vikas Pandey will be eligible to all other benefits as per the Company's policy and will be subject to all other service conditions applicable to any other employee of the Company.

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

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

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

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

I. General Information

- i. Nature of Industry: The Company is a Non-Banking Financial Company ("NBFC"), engaged in Consumer and MSME financing.
- ii. Date or expected date of start of Commercial Production: The Company was incorporated in 1978. The Company is registered with the Reserve Bank of India (RBI) and classified as 'Systemically Important Non-Deposit Taking NBFC-Investment and Credit Company' i.e., NBFC-ND-SI-ICC. The Company is into financing business for over 3 decades with strong seasoned management team and extensive industry experience.
- iii. In case of new companies expected date of commencement of activities as per project approved by Financial Institution appearing in the Prospectus: Not Applicable
- iv. ¹ Financial performances during the year ended March 31, 2025:

Particulars	(₹. In Crores)
Total Income	4,222.84
Profit before Interest cost, Depreciation & Tax (incl. Exceptional Item)	1444.79
Profit Before Tax	(135.40)
Profit After Tax	(98.34)

¹Standalone Financial

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

II. Information about the Appointee:

1. Background Details	Refer Profile section as stated above.
2. Past Remuneration	<p>FY2025-26 (till December 31, 2025)</p> <p>Rs. 2.68 Crore*</p> <p><i>*Includes the part Annual Performance Bonus paid in April 2025</i></p> <p>The said amount has been drawn by the appointee as Senior Management Personnel from the Company for the period from April 01, 2025, till December 31, 2025.</p>
3. Recognition or Awards	NIL.
4. Job Profile and his suitability	<p>Mr. Vikas Pandey is a seasoned professional with over two decades of rich experience in the banking sector. Currently, Mr. Vikas Pandey heads multiple critical functions, including business analytics, marketing and digital initiatives, demonstrating his ability to manage complex, cross-functional responsibilities and drive growth in a rapidly evolving business environment.</p> <p>Taking into consideration his qualifications and expertise in respective field, Mr. Vikas Pandey is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.</p>
5. Remuneration proposed	As mentioned in terms and conditions above.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, his profile, responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.
7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	Apart from receiving remuneration as stated above Mr. Vikas Pandey does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. Other information:

1. Reason for loss / inadequate profit	The following information will be disclosed in the annual report for the year in which inadequate profit/no profit arises, if and when such conditions arise.
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2. Step taken or proposed to be taken for improvement	The following information will be disclosed in the annual report for the year in which inadequate profit/no profit arises, if and when such conditions arise.
3. Expected increase in productivity and profits in measurable terms	The following information will be disclosed in the annual report for the year in which inadequate profit/no profit arises, if and when such conditions arise.

IV. Disclosures:

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

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

Save and except Mr. Vikas Pandey and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution, set out at Item No. 2 of this Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board recommends passing of the resolutions as set out in Item No. 2 of the notice for consideration and approval of the shareholders as special resolutions.

Registered Office:

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

Date: January 16, 2026

Place: Mumbai

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

Shabnum Zaman
Company Secretary
ACS No.: 13918

Annexure A

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

Name	Mr. Vikas Pandey
DIN	11463386
Date of Birth (Age)	July 11, 1966 (59 years)
Qualification	Alumnus of the University of California, Berkeley, MBA in Marketing
Date of First Appointment on the Board and term	January 16, 2026, till January 15, 2031 (both dates inclusive)
Reason for appointment	The Company requires a senior experienced Whole-Time Director with strong business leadership, deep distribution understanding, and maturity to represent the organization at the highest levels. Mr. Vikas Pandey is well suited for this role. Mr. Vikas Pandey brings over two decades of experience with HDFC Group, where he has held leadership positions across business, distribution, analytics, marketing and digital functions. His extensive exposure to end-to-end business management equips him with the strategic and operational depth required at the Whole-Time Director level. Currently, Mr. Vikas Pandey heads multiple critical functions, including business analytics, marketing and digital initiatives, demonstrating his ability to manage complex, cross-functional responsibilities and drive growth in a rapidly evolving business environment. His strong business acumen and distribution expertise, combined with a proven track record in regulated financial services, provide the Company with stability and continuity in leadership. Importantly Mr. Vikas Pandey possesses the maturity and credibility to represent the Company before the Reserve Bank of India and other regulatory authorities, particularly in the absence of the Managing Director and Chief Executive Officer. Mr. Vikas Pandey's appointment as Whole-Time Director would significantly strengthen the senior leadership profile of the Company, enhance governance, and support long-term strategic objectives.
Expertise in specific functional area	Refer Profile section as stated above.
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Vikas Pandey is appointed as a Whole-time Director (Executive Director) for a term of 5 (Five) years commencing from January 16, 2026, till January 15, 2031 (both dates inclusive) and is liable to retirement by rotation. The remuneration shall be payable as mentioned above.
Brief resume/ profile	Refer Profile section as stated above.
List of outside Directorships	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a director	NIL
No. of Meetings of the Board attended during the financial year 2025-26.	Mr. Vikas Pandey has been appointed as Whole-time Director (Executive Director) w.e.f. January 16, 2026, hence, attendance at Board meeting is not applicable to him.
Shareholding in the Company including beneficial ownership	NIL

Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	There is no inter se relationship between Mr. Vikas Pandey, other Members of the Board and Key Managerial Personnel of the Company.
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