DETAILS OF FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS CONDUCTED DURING THE FINANCIAL YEAR 2025-26 PURSUANT TO REGULATION 25 (7) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Poonawalla Fincorp Limited ("the Company/PFL") has in place a mechanism to familiarize its Independent Directors about the Company, its products, the industry and business structure of the Company and its subsidiaries. The Company also undertakes various initiatives to update the Independent Directors about the ongoing events and developments relating to the Company, significant changes in the regulatory environment and implications on the Industry/ Company. To familiarize the new directors with the business and operations of the Company an Induction kit is shared with them which, *inter-alia*, includes Mission, Vision and Values, Business Structure, Brief profile of the Board of Directors, Composition of Committees of the Board, Brief profile of Senior Management Personnel, Press Releases, Investor Presentation, Latest Annual Report, Latest Shareholding Pattern and Shareholders holding more than 5% of share capital, Codes and Policies and Remuneration payable to Directors. Furthermore, the role, rights, responsibilities, duties and liabilities of the Independent Directors are embodied in detail in their Appointment Letter.

During the Financial Year 2025-26, the Independent Directors were updated from time to time on continuous basis on the significant changes in the regulations applicable to the Non-Banking Financial Companies ("NBFC") in general and the Company in particular by circulating and deliberating and discussing during the various Board and Committee Meetings of the Board, the new regulations, circulars, notifications including amendments in existing regulations issued by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs and Stock Exchanges etc. presentation on key highlights of SEBI Regulations and RBI Directions and Circulars, circulating business updates, disclosures made to the Stock Exchanges etc. Apart from aforesaid updates, presentations were regularly made at the meeting of the Board of Directors and other Committees constituted by the Board, where the Board members interact with the Key Managerial Personnel ("KMP") and Senior Management Personnel ("SMP") on risk management, company's policies, compliances etc. The Managing Director, Executive Director, KMP and the SMP gave a detailed quarterly presentation on review of operations, business performance and strategy, financial outlook, financial reports etc. of the Company, peer comparison and overall industry scenario.

Familiarization Programmes were held on April 25, 2025, July 25, 2025, October 17, 2025 and January 16, 2026, which were part of the Committee/Board meetings scheduled for the FY 2025-26 and was attended by the Directors of the Company including the Independent Directors of the Company for a cumulative duration of ~1 hour. During the said Programmes a presentation was given by the Company Secretary and the Chief Compliance Officer regarding the regulatory impact on the NBFCs and outlined the requisite actionable. Some of the key topics covered were as follows:

- SEBI Circular related with Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction read with Industry Standards on" Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions.
- SEBI Notification on SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025.
- SEBI Circular on Measures to facilitate ease of doing business with respect to framework for assurance or assessment, ESG disclosures for value chain, and introduction of voluntary disclosure on green credits.
- SEBI Circular on review of provisions pertaining to Electronic Book Provider (EBP). SEBI Circular Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitized Debt Instruments and/or Commercial Paper. SEBI Circular on Modification in the conditions specified for reduction in denomination of debt securities.

- SEBI (Listing Obligations and Disclosure Requirements) amendment Regulations, 2025.
- SEBI Notification on Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) (Amendment) Regulations, 2025.
- SEBI Circular on Ease of Doing Investment –Special Window for Re-lodgement of Transfer Requests of Physical Shares.
- The Companies (Accounts) Second Amendment Rules, 2025, and the Companies (Audit and Auditors) Amendment Rules, 2025. IEPFA MCA Circular on '100 days campaign' – 'Saksham Niveshak'.

Furthermore, Program for Non-Executive Directors on the Boards of Banks, Financial Institutions and NBFC was organized by the Centre for Advanced Financial Research and Learning ("CAFRAL"). CAFRAL is an independent body set up by the RBI in the backdrop of India's evolving role in the global economy, in the financial services sector and its position in various international fora. CAFRAL seeks to develop into a world class global institution for research and learning in banking and finance.

The topics covered were:

- KYC & AML Risk Management: Emerging Regulatory and Compliance Issues
- Supervisory Observations on KYC & AML Compliance - Use Cases
- Central KYC Registry & Compliance by REs: Role and Responsibilities
- Combatting Financial Crime: FIU Perspective
- KYC & AML Framework: Risks and Strategies Including Few Case
- Studies of Recent Frauds
- Financial Crime: Trade Based Money Laundering (TBML)

Further, a virtual session on Corporate Governance focused on strengthening governance effectiveness and oversight, was conducted by experts from Grant Thornton Bharat. The sessions involved engaging discussions on the evolving responsibilities of boards and leadership teams in driving long-term value creation. Through practical scenarios, real-world examples, and open dialogue, the experts explored themes such as decision-making in complex environments, strengthening oversight mechanisms, enhancing risk awareness, and fostering a culture of accountability. The key topics covered during the session were:

- Corporate governance framework, evolving global corporate governance landscape and key challenges.
- Board Committees, enhancing governance through Board committees, Board Culture, Building Ethical, Inclusive & Diverse Boards.
- Governance Imperatives: Code of Conduct, Whistleblower / Vigil Mechanism, Conflict of Interest, Fraud, Related Party Transactions.
- Data Privacy & Cybersecurity
- Prevention of Insider Trading.
- Overview of Regulation 30 of SEBI LODR 2015
- Relevance of ESG in effective Corporate Governance, ESG & Stakeholder Management
- Prevention of sexual harassment, overview of the POSH Act, 2013, challenges faced by employers in implementing POSH Act.

The details of the training programmes attended on cumulative attended by the Board members as required under Regulation 46(2) of the SEBI LODR 2015 are provided in Annexure A.

Pursuant to Regulation 62(1A) of the SEBI LODR 2015, the details of such Familiarization Programmes for Directors may be referred to, at the website of the Company at its weblink i.e. Company Policies,

POONAWALLA FINCORP

[Committee Details and Other Governance Details of PFL (poonawallafincorp.com)]

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Annexure A

Sl.No	Name of the Director	No. of Programmes/Meetings attended till March 31, 2026		No. of Hours spent till March 31, 2026	
		During the FY 2025-26	Cumulative till date from 1st April, 2016	During the FY 2025-26	Cumulative till date from 1st April, 2016
1	Mr. Adar Poonawalla[1]	4	19	0.40	2.93
2	Mr. Arvind Kapil[2]	5	9	1.40	2.70
3	Mr. Sunil Samdani[3]	5	10	1.40	2.80
4	Mr. Vikas Pandey[4]	1	1	1.00	1.00
5	Mr. Bontha Prasada Rao[5]	2	24	0.20	23.73
6	Mr. Prabhakar Dalal[6]	6	30	9.40	53.18
7	Ms. Kemisha Soni[7]	6	14	9.40	33.90
8	Mr. Sanjay Kumar[8]	6	13	9.40	24.50
9	Sonal Modi[9]	6	10	9.40	18.60
10	Mr. Kewal Handa[10]	5	7	1.40	10.60
11	Mr. Rajeev Sardana[11]	6	7	9.40	18.50

[[1] Mr. Adar Poonawalla has been appointed as a Chairman, Non-executive director w.e.f June 01, 2021
[2] Mr. Arvind Kapil has been appointed as MD and CEO we.f June 10, 2024
[3] Mr. Sunil Samdani has been appointed as ED w.e.f October 20, 2023
[4] Mr. Vikas Pandey has been appointed as ED w.e.f January 16, 2026.
[5] Mr. Bontha Prasada Rao has been re-appointed as Independent Director for the second term w.e.f December 10, 2022 ceased to be Independent Director of the Company w.e.f December 09, 2025 pursuant to tenure completion.
[6] Mr. Prabhakar Dalal has been re-appointed as Independent Director for the second term, w.e.f May 05, 2024.
[7] Ms. Kemisha Soni has been appointed as Independent Director w.e.f. January 30, 2024.
[8] Mr. Sanjay Kumar has been re-appointed as an independent Director w.e.f January 15, 2025.
[9] Ms. Sonal Modi has been appointed as Non-Executive Director w.e.f August 16,2024.
[10] Mr. Kewal Handa has been appointed as an Independent Director w.e.f October 01,2024
[11] Mr. Rajeev Sardana has been appointed as an Independent Director w.e.f December 18, 2024.

Purpose and Objective of the Programmes

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

Legal Framework

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("the SEBI LODR 2015") requires a Company to familiarise its Independent Directors through various programs about the Company, including the following:

(a) nature of the industry in which the company operates;
(b) business model of the company;
(c) roles, rights, responsibilities of independent directors; and
(d) any other relevant information.

Further, Regulation 46(2) of the SEBI LODR 2015 requires a Company to disseminate on its website the details of familiarisation programmes imparted to Independent Directors including the following details:-

(i) number of programmes attended by Independent Directors (during the year and on a cumulative basis till date),
(ii) number of hours spent by Independent Directors in such programmes (during the year and on a cumulative basis till date), and
(iii) other relevant details.

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