

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51504PN1978PLC209007

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCM9445K

(ii) (a) Name of the company

POONAWALLA FINCORP LIMITED

(b) Registered office address

201 and 202, 2nd Floor, AP 81, Koregoan Park Annexe, Mundhwa Pune, Maharashtra-411036

(c) *e-mail ID of the company

shabnum.zaman@poonawalla.com

(d) *Telephone number with STD code

02067808090

(e) Website

www.poonawallafincorp.com

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

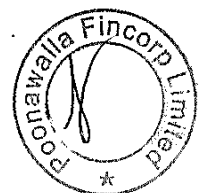
☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No



(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

MUFG Intime India Private Limited

Registered office address of the Registrar and Transfer Agents

C-101,1st Floor,247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),Mumbai-400083

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM will be held on or before due date

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

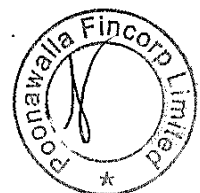
S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K5	Financial and Credit leasing activities	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All



S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RISING SUN HOLDINGS PRIVATE LIMITED	U67110PN1993PTC070989	Holding	62.53
2	JAGUAR ADVISORY SERVICES PRIVATE LIMITED	U74140WB2009PTC136492	Joint Venture	48.89

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,265,000,000	778,014,400	778,014,400	778,014,400
Total amount of equity shares (in Rupees)	2,530,000,000	1,556,028,800	1,556,028,800	1,556,028,800

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	1,265,000,000	778,014,400	778,014,400	778,014,400
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	2,530,000,000	1,556,028,800	1,556,028,800	1,556,028,800

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	58,300,000	0	0	0
Total amount of preference shares (in rupees)	5,830,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference				
Number of preference shares	58,300,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	5,830,000,000	0	0	0

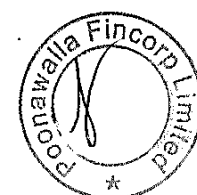


(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	644,522	773,906,140	774550662			
Increase during the year	0	3,463,738	3463738	6,927,476	6,927,476	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	3,463,738	3463738	6,927,476	6,927,476	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Dematerialisation of shares or transferred to IEPF						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Dematerialisation of shares or transferred to IEPF						
At the end of the year	644,522	777,369,878	778014400	6,927,476	6,927,476	
Preference shares						



At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

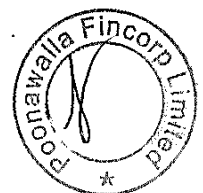
ISIN of the equity shares of the company

INE511C01022

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			



(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	214,567	0	18,727,516,889
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			18,727,516,889

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	14,208,556,803	10,829,965,424	6,311,005,338	18,727,516,889
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act)



(i) Turnover

42,228,239,017

(ii) Net worth of the Company

81,239,662,615

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	486,496,535	62.53	0	
10.	Others	0	0	0	
	Total	486,496,535	62.53	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	97,827,565	12.57	0	
	(ii) Non-resident Indian (NRI)	4,790,296	0.62	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	45,003,364	5.78	0	
4.	Banks	125,330	0.02	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	77,658,407	9.98	0	
7.	Mutual funds	33,405,618	4.29	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	23,883,277	3.07	0	
10.	Others Clearing Mmembers +IEPF +	8,824,008	1.13	0	
	Total	291,517,865	37.46	0	0

Total number of shareholders (other than promoters)

254,683

**Total number of shareholders (Promoters+Public/
Other than promoters)**

254,684

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

145

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Equity-FIIs as per the I +	As per the list of FIIs attached				
Equity-FIIs as per the I +	As per the list of FIIs attached				
Equity-FIIs as per the I +	As per the list of FIIs attached				
Equity-FIIs as per the I +	As per the list of FIIs attached				



VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	208,042	254,683
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	2	7	2	7	0	0
(i) Non-Independent	2	2	2	1	0	0
(ii) Independent	0	5	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	8	2	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Adar Cyrus Poonawalla	00044815	Director	0	



Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Arvind Kapil	10429289	Managing Director	0	
Sunil Samdani	10301175	Whole-time director	0	
Bontha Prasada Rao	01705080	Director	0	
Prabhakar Dalal	00544948	Director	0	
Sanjay Kumar	09466542	Director	0	
Kemisha Soni	06805708	Director	0	
Sonal Modi	03403571	Director	0	
Kewal Handa	00056826	Director	0	
Rajeev Sardana	06805708		0	
Shabnum Zaman	AADPZ6076C	Company Secretar	23,884	
Sanjay Miranka	AAHPM6605Q	CFO	9,689	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sajid Fazalbhoy	00022760	Director	01/06/2024	Cessation
Abhay Bhutada	03330542	Managing Director	09/06/2024	Change in designation
Arvind Kapil	10429289	Additional director	10/06/2024	Appointment
Arvind Kapil	10429289	Managing Director	23/07/2024	Change in designation
Abhay Bhutada	03330542	Director	03/08/2024	Cessation
Sonal Modi	03403571	Additional director	16/08/2024	Appointment
Amar Deshpande	07425556	Director	30/08/2024	Cessation
Kewal Handa	00056826	Additional director	01/10/2024	Appointment
Sonal Modi	03403571	Director	04/11/2024	Change in designation
Kewal Handa	00056826	Director	04/11/2024	Change in designation
Atul Kumar Gupta	01052730	Director	09/12/2024	Cessation
Rajeev Sardana	06805708	Additional director	18/12/2024	Appointment
Rajeev Sardana	06805708	Director	09/01/2025	Change in designation
Sanjay Kumar	09466542	Director	09/01/2025	Re-appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

B. BOARD MEETINGS

*Number of meetings held

10



S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/04/2024	9	9	100
2	29/04/2024	9	9	100
3	01/06/2024	8	8	100
4	20/07/2024	10	9	90
5	16/08/2024	9	9	100
6	26/09/2024	9	9	100
7	01/10/2024	9	9	100
8	25/10/2024	10	10	100
9	18/12/2024	9	9	100
10	31/01/2025	10	10	100

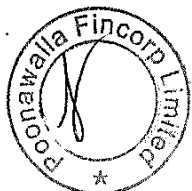
C. COMMITTEE MEETINGS

Number of meetings held

45

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Nomination and Remuneration Committee	08/04/2024	3	3	100
2	IT Strategy Committee	16/04/2024	7	6	85.71
3	Asset Liability Committee	26/04/2024	5	5	100
4	Risk Management Committee	26/04/2024	5	5	100
5	Stakeholders Forum	26/04/2024	5	5	100
6	Nomination and Remuneration Committee	26/04/2024	3	3	100
7	Audit Committee	29/04/2024	4	4	100
8	Management Committee	16/05/2024	5	4	80
9	Corporate Social Responsibility Committee	21/05/2024	6	6	100
10	Management Committee	30/05/2024	5	4	80

D. *ATTENDANCE OF DIRECTORS



S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Adar Cyrus P	10	8	80	0	0	0	
2	Arvind Kapil	7	7	100	18	17	94.44	
3	Sunil Samdan	10	10	100	32	32	100	
4	Bontha Prasac	10	10	100	13	13	100	
5	Prabhakar Dal	10	10	100	33	33	100	
6	Sanjay Kumar	10	10	100	19	19	100	
7	Kemisha Soni	10	10	100	21	21	100	
8	Sonal Modi	5	5	100	23	23	100	
9	Kewal Handa	3	3	100	4	4	100	
10	Rajeev Sardar	1	1	100	2	2	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Arvind Kapil	Managing Director	456,582,811	0	0	0	456,582,811
2	Mr. Sunil Samdani	Executive Director	49,299,622	0	0	0	49,299,622
3	Mr. Abhay Bhutada	Managing Director	4,166,667	0	0	0	4,166,667
	Total		510,049,100	0	0	0	510,049,100

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sanjay Miranka	Chief Financial Officer	28,594,804	0	21,555,000	0	50,149,804
2	Ms. Shabnum Zama	Company Secretary	11,049,609	0	0		11,049,609
	Total		39,644,413	0	21,555,000		61,199,413



S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr Adar Poonawalla	Chairman	0	0	0	800,000	800,000
2	Mr. Amar Deshpande	Non-Executive Director	0	0	0	2,150,000	2,150,000
3	Mr. Atul Kumar Gupta	Non-Executive Director	0	0	0	2,600,000	2,600,000
4	Mr. Bontha Prasada	Non-Executive Director	0	5,000,000	0	2,400,000	7,400,000
5	Mr. Kewal Handa	Non-Executive Director	0	2,479,500	0	800,000	3,279,500
6	Mr. Prabhakar Dala	Non-Executive Director	0	5,000,000	0	3,320,000	8,320,000
7	Mr. Rajeev Sardana	Non-Executive Director	0	1,411,000	0	400,000	1,811,000
8	Mr. Sajid Fazalbho	Non-Executive Director	0	0	0	210,000	210,000
9	Mr. Sanjay Kumar	Non-Executive Director	0	5,000,000	0	2,720,000	7,720,000
10	Ms. Kemisha Soni	Non-Executive Director	0	5,000,000	0	2,400,000	7,400,000
11	Ms. Sonal Modi	Non-Executive Director	0	3,109,600	0	2,360,000	5,469,600
	Total		0	27,000,100	0	20,160,000	47,160,100

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☐ Nil

0



Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

CS IU Thakur

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

1402

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

09

dated

31/07/2014

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by



- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

ListofFI131032025.pdf
Indebtedness_2025.pdf
ListofDebentureholdersofPoonawallaFinco
ListofCommitteesContinuationtopart IX C.p

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