

LETTER of OFFER
Annexure 1
Issue of Commercial Paper (CP) of original or initial maturity up to one year
PART I

Issuer Details	POONAWALLA FINCORP LIMITED
Name and Address of Issuer	POONAWALLA FINCORP LIMITED, 201 & 202, AP81, KOREGAON PARK, PUNE – 411036
Business Segment / Activity	NBFC-Middle Layer
Chief Executive (Managing Director / President / CEO / CFO / Equivalent Official in the hierarchy as per Constitution of the Issuer entity)	MR. ARVIND KAPIL (MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER)
Group Affiliation (If Any)	POONAWALLA

PART II

Issue Details		
ISIN	INE511C14ZH9	
Proposed Date of Issue	28 th January 2026	
Amount (Rs.)	RS.250.00 CRORES	
Tenor and Date of Maturity	365 Days and January 28 th , 2027	
Proposed to be Listed / Unlisted	LISTED	
End Use of CP proposed (specific details)	THE PROCEEDS WOULD BE UTILIZED FOR VARIOUS FINANCING ACTIVITIES, TO REPAY THE EXISTING DEBTS OF THE CO. & FOR BUSINESS OPERATIONS INCLUDING WORKING CAPITAL REQUIREMENTS.	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating – 1	Credit Rating – 2
Credit Rating Issuer	CARE	CRISIL
Rating	A1+	A1+
Date of Rating	15/12/2025	15/12/2025
Validity of Issuance	VALID FOR 2 MONTHS	VALID FOR 60 DAYS
Validity period for rating	VALID FOR 1 YEAR, TILL MATURITY OF CP	VALID FOR 1 YEAR, TILL MATURITY OF CP
For Amount (Rs.)	Rs.7500.00 crores	Rs.7500.00 crores
Conditions (If Any)	STANDALONE	STANDALONE
Long term credit rating obtained by the Issuer	AAA	AAA
Unaccepted Credit Rating assigned to the Issuer	NOT APPLICABLE	NOT APPLICABLE
Issuing and Paying Agent Details (Name and Address)	ICICI BANK LIMITED	TRANSACTION BANKING GROUP, BUND GARDEN BRANCH, PUNE - 411001
Credit Enhancement Details (If any)	NOT APPLICABLE	
Description of Instrument	COMMERCIAL PAPER	
Amount (Rs. In Lacs)		

Poonawalla Fincorp Limited
CIN: L51504PN1978PLC209007

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

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In Favor of	ISSUER OF CP / HOLDER OF CP	
Name and Address of the Guarantor	NOT APPLICABLE	
Net worth of the Guarantor (Rs. In Lacs)	NOT APPLICABLE	
Extent of The Guarantee Offered by the Guarantor for the Issue	NOT APPLICABLE	
Conditions under which the guarantee will be invoked	NOT APPLICABLE	
Trustee Details (Name and Address)	NOT APPLICABLE	
Whether guarantor is a group entity	NOT APPLICABLE	
If yes,		
Names of Companies to which the Guarantor has issued similar guarantees,		
Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

PART III

A. Issuer Financial Details

CP Borrowing	Rs. 7,500 Crores
Date of Board Resolution	31 st January 2025
1. Limit approved by Board	Rs. 7,500 Crores
2. Limit as per CRA	Rs. 7,500 Crores
3. Limit approved by Regulator concerned (if applicable)	Rs. 7,500 Crores

B. Details of CP and other Debt Instruments outstanding as on date of Letter of Offer CP / other Debt Instruments (Including Liabilities not redeemed on due date) - ANNEXURE-1

C. Fund-based facilities from banks/Financial institutions- ANNEXURE-3

D. Shareholding Details of Promoters / Details of share Pledged - Not Applicable

E. Financial Summary

Particulars	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22
EQUITY	154.58	154.11	153.59	152.98
NET WORTH	7,969.40	7,962.29	6,424.70	5,714.50
INVESTMENT IN SUBSIDIARIES / AFFILIATES	0.02	0.02	819.73	819.73
TOTAL DEBT OUTSTANDING	25,880.55	15,080.13	11,119.58	6,725.81
DEBT SECURITIES	1,663.99	1,227.09	950.24	660.30
BORROWINGS (other than debt securities)	23,978.97	13,616.13	9,804.07	5,576.69
SUBORDINATED LIABILITIES	237.59	236.91	365.27	488.82
GROSS INCOME	4,222.84	3,151.82	2,010.03	1,567.08
PBITD & before exceptional item	1,444.79	2,331.75	1,402.05	943.35
GROSS PROFIT (PBITD) & before exceptional item	(70.30)	1,376.65	806.77	434.06
NET PROFIT (POST TAX)	(98.34)	2,055.96	584.94	293.20
Audit Qualifications (If Any)	NA	NA	NA	NA

Note: If the Issuer has not been in existence for three years, the information of the Issuer for the period

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such information is available shall be disclosed.

F. Details of Statutory auditor and changes thereof in the last three financial years

1. Details of Statutory Auditor

Name of the statutory auditors	Address	Date of Appointment
Kirtane & Pandit LLP, Chartered Accountants	601, 6th floor, Earth Vintage, Senapati Bapat Marg, Dadar, West, Mumbai 400028.	25 July 2023
M S K A & Associates, Chartered Accountants	Floor 4, Duckback House, 41, Shakespeare Sarani, Kolkata, West Bengal, 700017	23 July 2024

2. Details of change in statutory auditors for the preceding three financial years and the current financial year:

Name of the Auditors	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
Walker Chandiook & Co. LLP, Chartered Accountants (Predecessor Statutory Auditors)	16th floor, Tower III, One International Center, S B Marg Prabhadevi (w), Mumbai 400013	28 August 2021	Completion of tenure on 23 July 2024	Not Applicable
Kirtane & Pandit LLP, Chartered Accountants (Joint Statutory Auditor)	601, 6th floor, Earth Vintage, Senapati Bapat Marg, Dadar, West, Mumbai 400028.	25 July 2023	Not Applicable	Not Applicable
M S K A & Associates, Chartered Accountants (Joint Statutory Auditor)	Floor 4, Duckback House, 41, Shakespeare Sarani, Kolkata, West Bengal, 700017	23 July 2024	Not Applicable	Not Applicable

G. Details of default-in repayment of CP or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year: - Not Applicable

H. Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision: - Not Applicable

I. Material Litigation if any: - Not Applicable

J. Regulatory Strictures, if any: - Not Applicable

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K. An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:

(₹ in crores)

Particulars	1 to 7 days	8 to 14 days	15 to 30/31 days	Over 1 months upto 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Deposits Placed	-	-	-	-	-	-	-	-	-	-	-
Advances	1,256.20	210.18	539.94	1,514.90	1,405.76	2,763.54	4,454.78	12,258.31	2,964.83	5,326.52	32,694.96
Investments	496.64	103.57	107.49	83.24	102.60	99.52	304.99	40.39	1.32	1.87	1,341.63
Borrowings*	-	36.78	479.91	2,517.92	1,821.97	888.58	8,207.29	8,887.33	3,040.77	-	25,880.55
Foreign currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	-	-	-	-	-	-	-	-	-	-	-

*includes foreign currency borrowings of ₹ 1,493.46 crore

Original / authenticated copy of any document related to above information will be made available to the investors on request.

For **POONAWALLA FINCORP LIMITED**
Name: **RAJESH NAMBISSAN**
Designation: **DVP -TREASURY OPERATIONS**
DATE: **27-January-26**

For **POONAWALLA FINCORP LIMITED**
Name: **MANISH DESAI**
Designation: **HEAD - CAPITAL MARKET BORROWING**

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