



FUSION FINANCE LIMITED

(Formerly known as Fusion Micro Finance Limited)

CIN: L65100DL1994PLC061287

Registered office: H-1, C Block, Community Centre, Naraina Vihar, New Delhi-110028.

Corporate office: Plot No. 86, Institutional Sector 32, Gurugram, Haryana-122001.

Email ID: companysecretary@fusionfin.com

Website: www.fusionfin.com Ph. : 0124-6910500/6910600

NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,
**The Members,
Fusion Finance Limited
(Formerly known as Fusion Micro Finance Limited)**

Notice is hereby given that the 1st Extra Ordinary General Meeting ("EGM") of the members of Fusion Finance Limited (Formerly known as Fusion Micro Finance Limited) ("**Company**") for the Financial Year 2024-25 will be held on Wednesday, October 30, 2024, through Video Conferencing/ Other Audio-visual Means ("VC/OAVM") at 11:00 A.M., to transact the following special business:

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) ("**Act**") and the rules framed thereunder, and the Articles of Association of the Company, and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time and subject to such other consent(s), permission(s), sanction(s), if any, as may be required from the Stock Exchanges or Reserve Bank of India or any other authority under any other applicable law for the time being in force, the consent of members of the Company be and is hereby accorded for increase in Authorized Share Capital of the Company from existing INR. 1,05,00,00,000/- (Indian Rupees One Hundred and Five Crores Only) divided into 10,50,00,000 (Ten Crores and Fifty Lakh) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each to INR. 2,00,00,00,000/- (Indian Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of face value of INR. 10/- (Indian Rupees Ten Only) each, ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Act read with rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

V. The Authorized Share Capital of the Company is INR. 2,00,00,00,000/- (Indian Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of face value of INR. 10/- (Indian Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "**Board**") which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate and or assign the authority to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

2. TO APPOINT MR. PUNEET GUPTA (DIN: 02728604) AS NON-EXECUTIVE INDEPENDENT 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Act, Regulation 17 and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any amendment, modification, variation or re-enactment thereof for the time being in force, the Articles of Association of the Company and on the basis of the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Puneet Gupta (DIN: 02728604), who meets the criteria for independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, and was appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company with effect from October 05, 2024 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of three consecutive years with effect from October 05, 2024 up to October 04, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the rules made thereunder and Regulation 17(6) of SEBI Listing Regulations, Mr. Puneet Gupta be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate and or assign the authority to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

**By Order of the Board of Directors
For Fusion Finance Limited
(Formerly known as Fusion Micro Finance Limited)**

**Sd/-
Deepak Madaan
Company Secretary & Chief Compliance Officer
Membership No. A24811**

Date: 05.10.2024

Place: Gurugram

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the business as set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and other applicable provisions, in respect of Director seeking appointment at this Extra-Ordinary General Meeting (‘Meeting’ or ‘EGM’) is furnished as “**Annexure A**” to the Notice.
2. In view of the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated 25th September, 2023 and latest Circular No. 09/2024 dated 19th September, 2024 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is being permitted for convening the Extra-ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue till 30th September, 2025. In accordance with the MCA Circulars, provisions of the Act and SEBI Listing Regulations the EGM of the Company is being held through VC / OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at H-1, C Block, Community Centre, Naraina Vihar, New Delhi-110028, which shall be deemed venue of the EGM. The matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1,000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. 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.
6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date and Regulation 44 of the Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the SS-2 issued by The Institute of Company Secretaries of India, the Company is pleased to provide a facility to its members to exercise their right to vote from a place other than the venue of the EGM (“remote e-voting”), on all resolutions proposed to be considered at the EGM electronically through electronic voting (E-voting) services facilitated by the Link Intime India Private Limited (hereinafter referred to as “LIPL” or “e-voting agency”). Those Shareholders, who are present in the Meeting through VC/OAVM facility and had not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting. The Members who have cast their vote by remote e-voting prior to EGM may attend the EGM but shall not be entitled to cast their vote again.

8. In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company's RTA/ Depository Participants for communication purposes. Members may note that this Notice will also be available on the Company's website i.e. www.fusionfin.com, RTA's Website <https://instavote.linkintime.co.in>, websites of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
9. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically, Members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
10. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same. Further, the said Resolution/Authorization shall also be sent to the Scrutinizer by email through its registered email address to service@harishpopliandassociates.com with a copy marked to companysecretary@fusionfin.com on an immediate basis.
11. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address at least 7 days prior to the date of meeting i.e. by Wednesday, October 23, 2024 mentioning their name, DP Id and Client Id / Folio No., email id, mobile number at companysecretary@fusionfin.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. The Chairman of the Meeting reserves the right to restrict the number of questions and speakers depending on the availability of time for the EGM and its smooth conduct.
12. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Therefore, members registered as speakers will be allowed to use their camera / webcam during EGM and hence are requested to use internet with good bandwidth to avoid any disconnection or disturbance during the meeting.
13. The Chairman shall after the end of discussion on the resolutions on which voting is to be held, allow voting to be cast by use of e-voting facility of LIPL, for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
14. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Link Intime India Private Limited. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s. Link Intime India Private Limited
Noble Heights, 1st Floor, Plot No. NH 2,
LSC, C-1 Block, Near Savitri Market,
Janakpuri, New Delhi-110058
Tel: 011 - 4141 0592/93
Telefax: 011 - 4141 0591
Email: delhi@linkintime.co.in

15. All the documents referred to in the Notice and Explanatory Statement, if any, shall be open for inspection by the Members by writing an e-mail to the Company at companysecretary@fusionfin.com and will also be available on the website of the Company viz. www.fusionfin.com for electronic inspection by the members, without any fee, from the date of circulation of this Notice up to the conclusion of EGM, i.e. Wednesday, October 30, 2024. Further, the same will also be placed before the shareholders during the EGM.
16. Members holding shares in physical mode are hereby notified that pursuant to General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical shares can update/register their contact details including the details of e-mail IDs by submitting the requisite Form ISR-1 along with the supporting documents with Link Intime India Private Limited.
17. Pursuant to section 72 of the Act read with SEBI General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, members holding shares in physical form are advised to update their nomination details in the prescribed Form SH-13 or Form SH-14 or Form ISR-3 (Declaration to Opt-out). The forms can be accessed from the website of RTA at <https://www.linkintime.co.in/>. In respect of shares held in electronic/demat form, the members may contact their respective DP.
18. The Board has appointed Mr. Harish Kumar (Membership no. F11918), Proprietor of M/s. Harish Popli & Associates, Company Secretaries as the Scrutinizer for conducting the e-voting process and voting at the EGM in a fair and transparent manner.
19. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, CDSL and RTA and will also be displayed on the Company's website i.e. www.fusionfin.com and on the website of LIPL i.e. <https://instavote.linkintime.co.in>.
20. The Company has engaged the services of Link Intime India Private Limited ('LIPL' or 'e-voting agency') as the agency to provide facility to the Members of the Company in respect of:
 - (a) voting through remote e-voting
 - (b) participation in the EGM through VC/OVAM facility.
 - (c) e-voting during the EGM.
21. The notice of EGM is being sent to those members/ beneficial owners whose names appeared in the register of members/ list of beneficiaries received from the depositories as on Friday, October 4, 2024.
22. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, October 23, 2024 ("cut-off date") only shall be entitled to avail the facility of remote e-voting/ e-voting at EGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only. The voting rights of members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at the close of business hours on cut-off date.
23. The remote e-voting period commences on Sunday, October 27, 2024 at 9:00 A.M. (IST) to Tuesday, October 29, 2024 at 5:00 P.M. (IST). During this period members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date, may cast their vote electronically. The remote e-voting module will be disabled/blocked thereafter. Once the vote on a resolution is cast by the members, the member will not be allowed to change it subsequently. A person who becomes a member of the Company after sending the notice of EGM and holding shares as on the cut-off date, may obtain the User ID and password by sending a request at rajiv.ranjan@linkintime.co.in or delhi@linkintime.co.in. However, if a member has already registered with LIPL

for remote e-voting, then the member can use the existing user ID and password for casting vote. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The detailed instructions and the process for accessing and participating in the EGM through VC/OAVM facility and voting through electronic means including remote e-voting forms part of the notice.

24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the above-mentioned Circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
25. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Help section of <https://instavote.linkintime.co.in>. In case of any grievances connected with facility for voting by electronic means, please contact Mr. Rajiv Ranjan, Assistant Vice President - e-Voting, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Email: rajiv.ranjan@linkintime.co.in. or enotices@linkintime.co.in Tel: 022 – 49186000.

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit**

Client ID

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast their vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However,

they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL:
 - a. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - b. 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>
 - c. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
 - a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- b. If the user is not registered for Easi/Easiest, the 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.
 - c. Alternatively, the user can directly access the 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, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants:
 - a. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at: 022 - 4886 7000 and 022 - 2499 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 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Procedure for procuring User ID and Password for e-voting for those shareholders whose email/mobile no. are not registered with the company

Shareholders are requested to update their email id & mobile no. with respective Depository Participant (DP). If you have any queries or issues regarding e-Voting from the Link Intime India Private Limited, you can write an email to rajiv.ranjan@linkintime.co.in or delhi@linkintime.co.in or contact at 011 - 4141 0592/93.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, Assistant Vice President - e-Voting, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Email: rajiv.ranjan@linkintime.co.in. or enotices@linkintime.co.in, Tel: 022 – 49186000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“The Act”)

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.1

The present Authorized Share Capital of the Company is INR. 1,05,00,00,000/- (Indian Rupees One Hundred and Five Crore only) comprising 10,50,00,000 (Ten Crore Fifty Lacs) Equity Shares of face value INR. 10/- (Indian Rupees Ten only) each. To cater the futuristic requirement of raising additional capital by way of issue of equity shares of the Company, there is a requirement to increase the Authorized Share Capital of the Company, therefore, it is proposed to increase the Authorized Share Capital of the Company to INR. 2,00,00,00,000/- (Indian Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of face value of INR. 10/- (Indian Rupees Ten Only) each.

Further, the Board of Directors of the Company in its meeting held on October 5, 2024, has approved and recommended to increase the Authorised Share Capital to INR. 2,00,00,00,000/- (Indian Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of face value of INR. 10/- (Indian Rupees Ten Only) each, along with the consequential amendment in Clause V- “Authorised Share Capital” of the Memorandum of Association of the Company.

Therefore, the increase in the Authorized Share Capital as aforesaid would also require consequential amendments to the existing Clause V - “Authorised Share Capital” of the Memorandum of Association (‘MOA’) of the Company as set out in Item No. 1 of the Notice. After the approval of members, the Authorized Share Capital of the Company and Clause V of the Memorandum of Association of the Company will be modified as per the table mentioned below:

Clause No. of MOA	Present Capital	Proposed Capital
V	The Authorized Share Capital of the Company is INR. 1,05,00,00,000/- (Indian Rupees One Hundred and Five Crore only) comprising 10,50,00,000 (Ten Crore Fifty Lacs) Equity Shares of face value INR. 10/- (Indian Rupees Ten only) each.	The Authorized Share Capital of the Company is INR. 2,00,00,00,000/- (Indian Rupees Two Hundred Crores only) comprising 20,00,00,000 (Twenty Crores) Equity Shares of face value of INR. 10/- (Indian Rupees Ten only) each.

Accordingly, the Board of Directors of the Company recommends the above Ordinary Resolution for your approval.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

ITEM NO.2

The Board of directors of the Company (“**Board**”), at its meeting held on October 05, 2024 based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) has approved and proposed to the members of the Company, the appointment of Mr. Puneet Gupta (DIN: 02728604) as a Non-Executive Independent Director, not liable to retire by rotation, who shall hold office for a term of three consecutive years commencing with effect from October 05, 2024 up to October 04, 2027. Mr. Puneet Gupta is not disqualified from being appointed as a director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as a director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed,

both, under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and meets the “Fit and Proper” criteria prescribed by the Reserve Bank of India (‘RBI’) and other applicable guidelines/circulars issued from time to time and not debarred from holding the office of Director by virtue of any SEBI Order or any other authority as per BSE Circular LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24, both dated June 20, 2018 and other statutory affirmations in this regard. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Puneet Gupta fulfils the conditions as specified in the Act read with rules made thereunder and SEBI Listing Regulations and is independent of the management of the Company.

The Board is also of the opinion that Mr. Puneet Gupta is a person of integrity and considering his qualifications, extensive knowledge and rich experience in various sectors, his appointment is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as Non-Executive Independent Director of the Company to the members.

Details of Mr. Puneet Gupta are provided under “Annexure A” to the notice pursuant to provisions of Regulation 36(3) of SEBI Listing Regulations, SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India.

Accordingly, the Board of Directors recommends the above Special Resolution for your approval.

None of the Directors, apart from Mr. Puneet Gupta (DIN: 02728604), or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

**By Order of the Board of Directors
For Fusion Finance Limited
(Formerly known as Fusion Micro Finance Limited)**

**Sd/-
Deepak Madaan
Company Secretary & Chief Compliance Officer
Membership No. A24811**

Date: 05.10.2024

Place: Gurugram

Annexure A

Details of Mr. Puneet Gupta (DIN:02728604) seeking appointment as Non-Executive Independent Director of the Company:

Brief Profile: Mr. Puneet Gupta has over 25 years of professional and academic experience in India and North America. He serves as an independent director with UTI Retirement Solutions (~\$30 billion pension fund manager), NCDEX eMarkets (spot agricultural commodity exchange), and MarketLinc India (marketing AI Company headquartered in Canada).

Previously, he managed a CAT-I, AIF (Alternative Investment Fund), Kentrus Investment Advisors. In addition to directing investments, he has been a CIO (Chief Investment Officer) advisor to a \$1 billion+ family office. He also co-founded a fintech Company, SimpliLend, that automated credit sourcing, evaluation, and dissemination in close partnerships with NBFC's using machine learning and artificial intelligence driven technology platform.

Previously, he has served as a member of the senior management responsible for P&L with leading global organizations. He has experience in scaling and selling technology enabled businesses (>US\$1 billion). He worked with ACL Systems/Galvanize (sold for \$1B+ and now Diligent Corporation), and Crystal Decisions (sold to Business Objects for \$1B+ and now a part of SAP AG). He has also worked for Sun Microsystems in strategic planning.

In the past, he has been a strategy consultant with Ernst & Young in financial services and technology industries with clients that included global exchanges, leading banks, and other financial infrastructure companies.

Mr. Gupta has frequently been invited to speak at various institutions. He serves as an adjunct professor in Finance at the Institute of Management Technology (IMT) Ghaziabad and a visiting professor at the S. P. Jain Institute of Management and Research (SPJIMR).

By way of educational background, Mr. Gupta has a master's in business from the J. L. Kellogg School of Management (Northwestern University) and a bachelor's in engineering (Computer Science). He is a life member of IOD (Institute of Directors), former TIE Charter member in North America, and supporter of various non-for-profit institutions including United Schools International.

Other Information:

Name of the Director	Mr. Puneet Gupta
Age (Years)	51 Years
Reason for Change	Appointment of Mr. Puneet Gupta (DIN:02728604) as Non-Executive Independent Director of the Company.
Date of appointment and Term of appointment	Date of appointment: Saturday, October 05, 2024. Term of appointment: Appointed for a period of three consecutive years w.e.f Saturday, October 05, 2024 up to October 04, 2027.
Nature of expertise in specific functional areas	Mr. Gupta has managed a CAT-I, AIF (Alternative Investment Fund), Kentrus Investment Advisors. In addition to directing investments, he has been a CIO (Chief Investment Officer) advisor to a \$1 billion+ family office. He also co-founded a fintech Company, SimpliLend, that automated credit sourcing, evaluation, and dissemination in close partnerships with NBFC's using machine learning and artificial intelligence driven technology platform.
Qualifications	Mr. Gupta has a master's in business from the J. L. Kellogg School of Management (Northwestern University) and a bachelor's in engineering (Computer Science).

The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Gupta brings over 25 years of experience in strategic leadership, investment management, and technology. He has successfully led initiatives for a \$1 billion family office and co-founded a fintech Company. His expertise in corporate governance and teaching roles enhances his stakeholder engagement and communication skills, supported by a master's degree from the J.L. Kellogg School of Management and bachelor's degree in engineering (Computer Science).
Number of Meetings of the Board attended during the year	NA
Date of first appointment on the Board	Saturday, October 05, 2024
List of Directorship in Companies (Other than Fusion Finance Limited)	<ol style="list-style-type: none"> 1. UTI Pension Fund Limited 2. Simplified Fintech Private Limited 3. Meta Materials Circular Markets Private Limited 4. Marketlinc India Private Limited 5. Kentrus Investment Advisors Private Limited 6. NCDEX E Markets Limited
Chairman/Member of the Committees of the Board of Directors of Companies (Other than Fusion Finance Limited) in which he is a Director	<p>- UTI Pension Fund Limited (Audit Committee-Member, Investment Management Committee-Chairman, Nomination and Remuneration Committee-Member)</p> <p>- NCDEX E Markets Limited (Nomination and Remuneration Committee-Chairman, Technology Advisory Council – Chairman, Audit Committee – Member, Corporate Social Responsibility Committee – Member)</p>
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years	NIL
Shareholding in the Company	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Mr. Puneet Gupta is not related to any directors, manager and other Key Managerial Personnel of the Company.
Terms and Conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	<p>Terms and Conditions of Appointment: As per the resolution set out at Item No. 2 of the Notice read with the explanatory statement pursuant to Section 102 of the Act.</p> <p>Details of Remuneration: Mr. Puneet Gupta will be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.</p>