

Date: 30.10.2024

Letter No. FFL/SEC/2024-25/SE-103

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code: FUSION	The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 543652
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**Sub: Proceedings of 01<sup>st</sup> Extra-Ordinary General Meeting ("EGM") of The Company Held on Wednesday, October 30, 2024 Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").**

Dear Sir/Ma'am,

In compliance with Regulation 30 read with Para A of Part A of Schedule III and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Proceedings of 01<sup>st</sup> EGM of the Company held on Wednesday, October 30, 2024 at 11.00 A.M. through Video Conferencing("VC")/Other Audio-Visual Means("OAVM").

The Shareholders of the Company passed the following resolutions with requisite majority at the EGM:

S. No	Particular	Business	Type of Resolution
1	Increase in the authorized share capital of the Company and alteration of the capital clause of Memorandum of Association of the Company.	Special Business	Ordinary Resolution
2	Appointment of Mr. Puneet Gupta (DIN: 02728604) as Non-Executive Independent Director of the Company	Special Business	Special Resolution

Accordingly, the following disclosures are attached herewith:

S. No	Particulars	Annexures
1	Disclosures as per Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-\1/P/CIR/2023/123 dated July 13, 2023 and other affirmation(s).	Annexures A
2	Proceedings of the 01 <sup>st</sup> EGM for FY 24-25 of the Company held on October 30, 2024.	Annexures B

Further, the EGM proceedings and transcript are also available on the website of the Company viz. [www.fusionfin.com](http://www.fusionfin.com).

You are requested to take the same on your record.

Thanking you,  
For **Fusion Finance Limited**  
(Formerly Known as Fusion Micro Finance Limited)

**Deepak Madaan**  
Company Secretary & Chief Compliance Officer  
Membership No. A24811  
Place: Gurugram



# Fusion Finance Limited

(Formerly known as Fusion Micro Finance Limited)

## Annexure A

### Appointment of Mr. Puneet Gupta (DIN: 02728604) as Non-Executive Independent Director

<b>Name of the Director</b>	Mr. Puneet Gupta
<b>Reason for change</b>	Appointment of Mr. Puneet Gupta (DIN:02728604) as Non-Executive Independent Director of the Company.
<b>Date and Term of Appointment</b>	<b>Date of appointment:</b> Saturday, October 05, 2024. <b>Term of appointment:</b> Appointed for a period of three consecutive years w.e.f Saturday, October 05, 2024 up to October 04, 2027.
<b>Brief Profile</b>	<p>Mr. 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).</p> <p>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.</p> <p>Previously, he has served as a member of the senior management responsible for P&amp;L with leading global organizations. He has experience in scaling and selling technology enabled businesses (&gt;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.</p> <p>In the past, he has been a strategy consultant with Ernst &amp; Young in financial services and technology industries with clients that included global exchanges, leading banks, and other financial infrastructure companies.</p> <p>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).</p> <p>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</p>



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	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.
<b>Disclosure of relationships between the Directors</b>	Mr. Puneet Gupta is not related to any of the Directors on the Board.
<b>Affirmation that the director being appointed is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority as per BSE Circular LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24, both dated June 20, 2018.</b>	Mr. Puneet Gupta is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.



## Annexure B

### **PROCEEDINGS OF 01<sup>st</sup> EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY**

The 01<sup>st</sup> Extra-Ordinary General Meeting ("EGM") of the Members of Fusion Finance Limited (Formerly known as Fusion Micro Finance Limited) was held on Wednesday, October 30, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). As stated in the Notice, the EGM was deemed to be conducted at the Registered Office of the Company situated at H-1, C Block, Community Centre, Naraina Vihar, New Delhi-110028. The meeting was concluded at 11:11 A.M. (IST).

#### **Directors, Key Managerial Personnel & Senior Managerial Personnel Present in the meeting:**

Mr. Devesh Sachdev (Managing Director & Chief Executive Officer)  
 Ms. Namrata Kaul, Independent Director (Chairperson of Audit Committee, Board Risk Management Committee, and Member of Nomination & Remuneration Committee, Stakeholders Relationship Committee)  
 Mr. Sunil Mundra, Chief Operating Officer, MFI Vertical  
 Mr. Kamal Kumar Kaushik, Chief Operating Officer, MSME Vertical  
 Mr. Tarun Mehndiratta, Head of Customer Loyalty Program & New Initiatives  
 Mr. Vikas Jagdish Jajoo, Head Internal Audit  
 Mr. Deepak Madaan, Company Secretary & Chief Compliance Officer

#### **Invitees:**

Mr. Munish Gaur, Director, M/s. Deloitte Haskins and Sells, Statutory Auditors  
 Mr. Harish Kumar, Proprietor Harish Popli & Associates, Secretarial Auditor and Scrutinizer

#### **Members Present:**

As per the attendance registered, 112 Members (including KMPs & Senior Managerial Personnel who attended as above) were present in the meeting. Mr. Deepak Madaan, Company Secretary & Chief Compliance Officer called the Meeting to order as requisite quorum was present and welcomed the Members, Directors, KMPs, Senior Management and Invitees present at the meeting.

It was informed to the members that the Board of Directors of the company have elected Mr. Devesh Sachdev as Chairman of the meeting.

On behalf of the chairman of the meeting, Mr. Deepak Madaan introduced other Board Members, KMPs, Senior Management, Statutory Auditor and Secretarial Auditor, to the members of the Company.

Thereafter, he informed that the members were provided a facility to cast their vote on the resolutions contained in the Notice of 01st EGM, by means of remote e-voting which commenced on Sunday, October 27, 2024 at 9:00 A.M. (IST) and closed on Tuesday, October 29, 2024 at 5:00 P.M. (IST). The members who had not cast their votes via remote e-voting and who were participating in the meeting, had an opportunity to cast their votes during the meeting and thereafter for 15 minutes after the closure of this meeting, by way of e-voting by clicking the voting button "Cast your vote" which was appearing on the VC meeting screen.

All the requisite and relevant documents were available for electronic inspection by members during the Meeting and the same were available on the website of the Company viz. [www.fusionfin.com](http://www.fusionfin.com) for electronic inspection, without any fee, from the date of circulation of the Notice of EGM, up to the date of conclusion of EGM, i.e. Wednesday, October 30, 2024.

It was further informed to the members that Mr. Harish Kumar, Practising Company Secretary, Proprietor at Harish Popli & Associates, was appointed as Scrutinizer of the Meeting, to scrutinize the votes casted at the meeting and through remote e-voting and for ensuring that voting process is conducted in a fair and transparent manner.



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Further, the Company Secretary took up the following resolutions for member's approval:

S. No	Agenda	Type of Resolution
<b>Special Business</b>		
1	Increase in the authorized share capital of the company and alteration of the capital clause of Memorandum of Association of the Company.	Ordinary Resolution
2	Appointment of Mr. Puneet Gupta (DIN: 02728604) as Non-Executive Independent Director of the Company	Special Resolution

The Company Secretary then invited queries from the Members, who had registered themselves as speaker, however, it was informed by the moderator that no member had registered as speaker. Further, no queries were asked by the shareholders present in the meeting via Chat-Board facility.

The Company Secretary informed the members that the results of the e-voting and remote e-voting will be announced on receipt of Scrutinizer's Report and the same will be placed on the company's website viz. [www.fusionfin.com](http://www.fusionfin.com) and on the website of Link Intime India Private Limited viz. <https://instavote.linkintime.co.in>. Further the same will also be disseminated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed, at their websites i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively.

Thereafter, Mr. Deepak Madaan offered vote of thanks to the Chairman and conveyed his thanks to all the Members, Directors, Statutory Auditor, Secretarial Auditor and Scrutinizer, RTA - Link Intime India Private Limited for their assistance and participation in the meeting.

Further Mr. Deepak Madaan declared that the EGM concluded at 11:11 A.M. (IST) with the permission of the Chairman of the meeting. Further, the electronic voting option was kept open for 15 minutes after the conclusion of meeting to enable the members to cast their votes.

**For Fusion Finance Limited  
(Formerly Fusion Micro Finance Limited)**

**Deepak Madaan  
Company Secretary & Chief Compliance Officer  
Membership No. A24811  
Place: Gurugram**