



CIN : L65100DL1994PLC061287

# Fusion Finance Limited

(Formerly known as Fusion Micro Finance Limited)

Date: 01.11.2024

Letter No. FFL/SEC/2024-25/SE-104

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
--	---

**Sub: Disclosure of Voting Results of 01<sup>st</sup> Extra-Ordinary General Meeting ("EGM") of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Ma'am,

In compliance with the provisions of Regulation 44(3) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the following documents in respect of 01<sup>st</sup> Extra-Ordinary General Meeting (EGM) of the Company held on October 30, 2024, at 11:00 A.M, through Video Conferencing("VC") / Other Audio-Visual Mode("OAVM"):

1. Voting Results of the 01<sup>st</sup> Extra-Ordinary General Meeting; and
2. Consolidated Report of Scrutinizer dated November 01, 2024.

Further, the aforesaid documents are also available on the website of the company at [www.fusionfin.com](http://www.fusionfin.com).

The above voting results shall be submitted in XBRL mode as per the prescribed timeline.

You are requested to take the same on your record.

Thanking you,

For Fusion Finance Limited  
(Formerly Fusion Micro Finance Limited)

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

<b>Fusion Finance Limited (Formerly known as Fusion Micro Finance Limited)</b>	
<b>Voting Results</b>	
<b>Date of EGM</b>	Wednesday, October 30, 2024
<b>Total number of Shareholders on record date</b>	80,197
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> a). Promoters and Promoter Group b). Public	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> a). Promoters and Promoter Group b). Public	3 109

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58300944	58299944	99.9983	58299944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58300944	58299944	99.9983	58299944	0	100.0000	0.0000
Public- Institutions	E-Voting	21549483	18825718	87.3604	18795000	30718	99.8368	0.1632
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21549483	18825718	87.3604	18795000	30718	99.8368	0.1632
Public- Non Institutions	E-Voting	21173458	594998	2.8101	594950	48	99.9919	0.0081
	Poll		7228	0.0341	7228	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21173458	602226	2.8442	602178	48	99.9920	0.0080
Total		101023885	77727888	76.9401	77697122	30766	99.9604	0.0396
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT MR. PUNEET GUPTA (DIN: 02728604) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58300944	58299944	99.9983	58299944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58300944	58299944	99.9983	58299944	0	100.0000	0.0000
Public-Institutions	E-Voting	21549483	18825718	87.3604	18810802	14916	99.9208	0.0792
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21549483	18825718	87.3604	18810802	14916	99.9208	0.0792
Public- Non Institutions	E-Voting	21173458	594998	2.8101	594950	48	99.9919	0.0081
	Poll		7228	0.0341	7228	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21173458	602226	2.8442	602178	48	99.9920	0.0080
Total		101023885	77727888	76.9401	77712924	14964	99.9807	0.0193
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	





## Consolidated Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Chairman of  
Extra Ordinary General Meeting of the Members of  
Fusion Finance Limited  
(Formerly known as Fusion Micro Finance Limited)  
Held on Wednesday, October 30, 2024 at 11:00 AM,  
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Sub: Scrutinizer's Report on voting through remote e-voting and e-voting at Extra- Ordinary General Meeting ("EGM") conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

I, CS Harish Kumar, Company Secretary in Practice & Proprietor of M/s Harish Popli & Associates having Registered Office at House No. 436/1, Gher Araina, Panipat- 132103 was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on October 5, 2024 for the purpose of scrutinizing the process of voting through electronic means on the Resolutions contained in the Notice of Extra-Ordinary General Meeting dated October 05, 2024 ("Notice") issued in accordance with General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular no. 11/2022 dated 28.12.2022, General Circular no. 09/2023 dated 25.09.2023 and General Circular no. 09/2024 dated 19.09.2024 respectively, issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India for the Extra-Ordinary General Meeting ("EGM") of the members of the Company held on Wednesday, October 30, 2024 at 11.00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

1. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

Harish Popli & Associates  
Registered office: House no. 436/1, Gher Araina, Panipat-132103  
Tel.: +91- 9718515315, +91-8344730000  
Email ID: [service@harishpopliandassociates.com](mailto:service@harishpopliandassociates.com), [pcs.harishpopli@gmail.com](mailto:pcs.harishpopli@gmail.com)







- (i) Process of e-voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM ("remote e-voting"); and
- (ii) Process of e-voting at the EGM through electronic voting system ("e-voting").
- (iii) The EGM was convened for passing the following **Resolutions**:

Resolution No(s).	Particulars	
1.	<b>Ordinary Resolution</b>	To increase the Authorized share capital of the Company and alter the capital clause of Memorandum of Association of the company.
2.	<b>Special Resolution</b>	To appoint Mr. Puneet Gupta (DIN: 02728604) as non-executive independent director of the Company.

#### **Management Responsibility:**

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-voting process on the resolutions contained in the Notice of EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

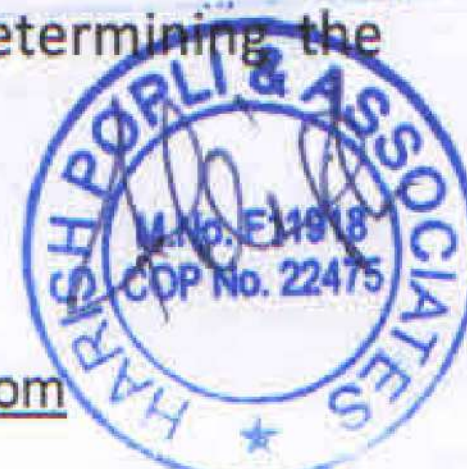
#### **Scrutinizer Responsibility:**

3. My responsibility as Scrutinizer for E-Voting process (i.e. remote E-Voting and E-Voting at EGM) is restricted to ensuring that the e-voting process is conducted in a fair and transparent manner and making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the Notice, based on the reports generated through scrutinizer's secured link from the E-Voting system provided by **Link Intime India Private Limited ("LIPL")** through its "instavote" platform at the URL: <https://instavote.linkintime.co.in>, the agency engaged by the Company to provide E-voting facility.

#### **Cut-off Date & Dispatch of Notice:**

4. The Company had engaged the services of **LIPL** to provide secured system for e-voting to the shareholders to vote on resolution through the remote e-voting & e-voting at meeting. The Company had on October 08, 2024 completed the dispatch of Notice to its members through email to members whose email ID were registered with the Depositories / Company and/or its Registrar and Transfer Agent. The cut-off date for determining the

**Harish Popli & Associates**  
Registered office: House no. 436/1, Gher Araina, Panipat-132103  
Tel.: +91- 9718515315, +91-8344730000  
Email ID: [service@harishpopliandassociates.com](mailto:service@harishpopliandassociates.com), [pcs.harishpopli@gmail.com](mailto:pcs.harishpopli@gmail.com)







eligibility of shareholders to exercise e-voting rights was **Wednesday, October 23, 2024**. Total shareholders of the Company as on the cut-off date were **80,197**.

**5. Remote E-voting Process:**

The remote e-voting period remained open from **Sunday, October 27, 2024 at 09:00. a.m. (IST)** and ended on **Tuesday, October 29, 2024 at 5:00 p.m. (IST)**. Votes casted electronically up to **5:00 p.m. Tuesday, October 29, 2024**, being the last date and time fixed by the Company, was considered for my scrutiny. Remote e-voting facility was blocked forthwith thereafter.

**6. E-voting process at the EGM:**

- a. The EGM of the Company was conducted as per the guidelines issued by the MCA circulars respectively through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members have attended and participated in the EGM through VC/OAVM. The facility of participation at the EGM through VC/OAVM was made available for members on first come-first served basis excluding 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, who were allowed to attend the EGM without restriction on account of first come- first served basis.
  - b. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked.
7. The e-votes cast were unblocked by me in the presence of **2 (Two)** witnesses namely **(1) Ms. Pooja** **(2) Ms. Anshika** who are not in the employment of the Company and acted as witnesses.
8. Thereafter, the details containing *inter-alia*, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of **LIPL**.

Based on report generated from the e-voting website of **LIPL** i.e. remote e-voting and e-voting at EGM, the consolidated report on the result of voting on Resolutions are given hereunder:



**Harish Popli & Associates**  
Registered office: House no. 436/1, Gher Araina, Panipat-132103  
Tel.: +91- 9718515315, +91-8344730000  
Email ID: [service@harishpopliandassociates.com](mailto:service@harishpopliandassociates.com), [pcs.harishpopli@gmail.com](mailto:pcs.harishpopli@gmail.com)





**Item No -1 – Ordinary Resolution**

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

**I. Voted 'FOR' the resolution :**

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	184	7,76,89,894	99.95
e-voting at EGM	17	7,228	0.01
Total	201	7,76,97,122	99.96

**II. Voted 'AGAINST' the resolution :**

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	6	30,766	0.04
e-voting at EGM	0	0	0
Total	6	30,766	0.04

**III. Votes 'INVALID':**

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	0	0
e-voting at EGM	0	0
Total	0	0

**Harish Popli & Associates**  
Registered office: House no. 436/1, Gher Araina, Panipat-132103  
Tel.: +91- 9718515315, +91-8344730000  
Email ID: [service@harishpopliandassociates.com](mailto:service@harishpopliandassociates.com), [pcs.harishpopli@gmail.com](mailto:pcs.harishpopli@gmail.com)







**Item No -2- Special Resolution**

**TO APPOINT MR. PUNEET GUPTA (DIN: 02728604) AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	184	7,77,05,696	99.97
e-voting at EGM	17	7,228	0.01
Total	201	7,77,12,924	99.98

**I. Voted 'AGAINST' the resolution :**

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	2	14,964	0.02
e-voting at EGM	0	0	0
Total	2	14,964	0.02

**II. Votes 'INVALID':**

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	0	0
e-voting at EGM	0	0
Total	0	0

**Harish Popli & Associates**  
Registered office: House no. 436/1, Gher Araina, Panipat-132103  
Tel.: +91- 9718515315, +91-8344730000  
Email ID: [service@harishpopliandassociates.com](mailto:service@harishpopliandassociates.com), [pcs.harishpopli@gmail.com](mailto:pcs.harishpopli@gmail.com)







9. The Register, all other papers and relevant records relating to remote e-voting and e-voting at the EGM shall remain in my safe custody until the chairman of the EGM considers, approves and signs the minutes of the aforesaid EGM and thereafter the same will be handed over to the Company Secretary for safe keeping.
10. I would like to inform you that the Resolution(s) as contained in the Notice dated **October 05, 2024** have been passed with requisite majority i.e. **Resolution No. 1 as an Ordinary Resolution and Resolution No. 2 as a Special Resolution**. You may accordingly declare the result of the voting through remote e-voting and e-voting at EGM.

Thanking you.  
Yours faithfully,

CS Harish Kumar

FCS: 11918, COP- 22475

Scrutinizer

Proprietor : Harish Popli & associates

UDIN NO: F011918F001841867

Place: Panipat

Date: 01/11/2024

