



# Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

Date: 25.01.2023

Letter No. FMPL/SEC/2022-23/SE-109

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	The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001
Scrip Code: FUSION	Scrip Code: 543652

**Sub: Notice of the Extra Ordinary General Meeting of the Company scheduled to be held on Thursday, February 16, 2023**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and other applicable provisions, we hereby inform that the Extra Ordinary General Meeting ("EGM") of the Members of Fusion Micro Finance Limited scheduled to be held on Thursday, February 16, 2023 at 01:00 P.M through video conferencing/ other Audio-visual Means ("VC/OAVM"). The copy of the Notice of EGM is enclosed herewith for your kind reference.

The Notice of EGM has been sent via electronic means to all the eligible shareholders whose email IDs are registered with Company's RTA / Depositories. The EGM Notice is also uploaded on the Company's website at the below link: <https://fusionmicrofinance.com/investor-relations-notice/>

We request you to kindly take the above on record.

Thanking you,

Sincerely,

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

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

*Encl: Notice of the Extra-ordinary General Meeting*



**FUSION MICRO FINANCE LIMITED**

(Formerly Fusion Micro Finance Private Limited)

CIN: U65100DL1994PLC061287

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

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

Email ID: deepak.madaan@fusionmicrofinance.com, companysecretary@fusionmicrofinance.com

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

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**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**To,  
The members,  
Fusion Micro Finance Limited**

Notice is hereby given that the **1<sup>st</sup> Extraordinary General Meeting ("EGM")** of the members of **Fusion Micro Finance Limited (Formerly Fusion Micro Finance Private Limited)** for the Financial Year 2022-23 will be held on Thursday, February 16, 2023, through video conferencing/ other Audio-visual Means ("VC/OAVM") at 01:00 P.M., to transact the following special business:

**SPECIAL BUSINESS:**

**ITEM NO. 1: TO APPROVE THE RE-APPOINTMENT OF MS. NAMRATA KAUL, (DIN: 00994532) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149(10), 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Ms. Namrata Kaul (DIN: 00994532)**, Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and listing regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five (5) consecutive years commencing from February 18, 2023 till February 17, 2028.

**RESOLVED FURTHER THAT** Mr. Devesh Sachdev, Managing Director & CEO and Mr. Deepak Madaan, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**ITEM NO. 2: TO APPROVE THE RE-APPOINTMENT OF MS. RATNA DHARASHREE VISHWANATHAN, (DIN: 07278291) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF THREE (3) CONSECUTIVE YEARS.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149(10), 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Companies (Appointment and

Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Ms. Ratna Dharashree Vishwanathan, (DIN: 07278291)**, Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of three (3) consecutive years commencing from May 24, 2023 till May 23, 2026.

**RESOLVED FURTHER THAT** Mr. Devesh Sachdev, Managing Director & CEO, Mr. Deepak Madaan, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

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

Date: 25.01.2023  
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 Securities and Exchange Board of India (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, in respect of Director seeking re-appointment at this Extra-ordinary General Meeting (‘Meeting’ or ‘EGM’) is furnished as an Annexure to the Notice.
2. In view of the General Circular No 11/2022 dated December 28, 2022, General Circular No. 03/2022 dated May 05, 2022, General Circular No 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 8th December 2021 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. 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 Corporate Office of the Company at Plot no. 86, Institutional sector 32, Gurugram – 122001, 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. The Company has engaged the services of Link Intime India Private Limited, to provide the VC facility for conducting the EGM and for voting through remote e-voting and e-voting at the EGM. The procedure for participating in the meeting through VC/OAVM, and e-voting forms part of this Notice.
4. 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 their 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 this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the website of Link Intime India Private Limited <https://instameet.linkintime.co.in>. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. 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.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Attendance of the members through VC or OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Only those members, who are present in the meeting through VC or OAVM facility and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, will be allowed to vote through e-voting system at the EGM.
9. 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.fusionmicrofinance.com](http://www.fusionmicrofinance.com), RTA’s Website <https://instavote.linkintime.co.in>, websites of the Stock Exchanges, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

10. 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.
11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [service@harishpopliandassociates.com](mailto:service@harishpopliandassociates.com) with a copy marked to [companysecretary@fusionmicrofinance.com](mailto:companysecretary@fusionmicrofinance.com). However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
12. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@fusionmicrofinance.com](mailto:companysecretary@fusionmicrofinance.com) . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@fusionmicrofinance.com](mailto:companysecretary@fusionmicrofinance.com) . These queries will be replied to by the company suitably by email.
13. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at [companysecretary@fusionmicrofinance.com](mailto:companysecretary@fusionmicrofinance.com).
14. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Link Intime India Private Limited (herein after referred to as "RTA"). 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

15. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fusionmicrofinance.com](http://www.fusionmicrofinance.com) under the section "Investors" and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares & securities of the Company are listed.
16. Process and Manner for voting through electronic means:
  - i. In compliance with Section 108 of the Act, and the Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by Link Intime India Private Limited on the resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the EGM (remote e-voting). The instructions for e-voting are given herein below. The Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at the EGM.
  - ii. The facility for voting, through electronic voting system shall be made available at the EGM and the Members attending the meeting who have not cast their vote by remote e-voting and are otherwise not barred from doing so, shall be able to exercise their right to vote at the EGM.
  - iii. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

## Remote e-Voting Instructions for shareholders:

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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
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 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.

**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](mailto: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.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

**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”.



### **Process and manner for attending the Extraordinary General Meeting(EGM) through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ 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).

Please refer the instructions for the software/connectivity requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **Instructions for Shareholders/ Members to Speak during the Extraordinary General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the Company on email at [companysecretary@fusionmicrofinance.com](mailto:companysecretary@fusionmicrofinance.com).
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 Extraordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the 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 Extraordinary 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 Extraordinary General Meeting will be eligible to attend/ participate in the Extraordinary 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.

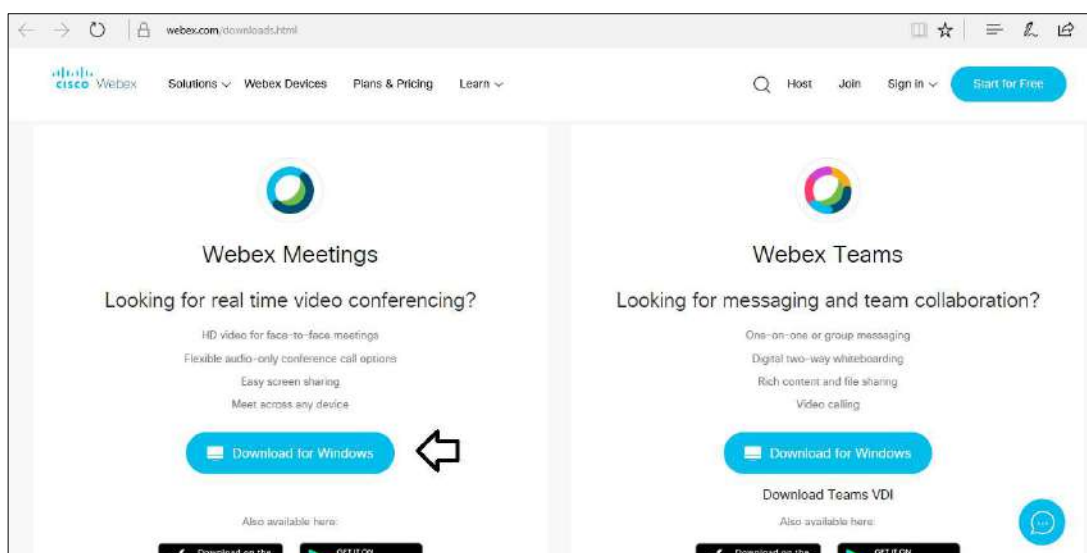
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

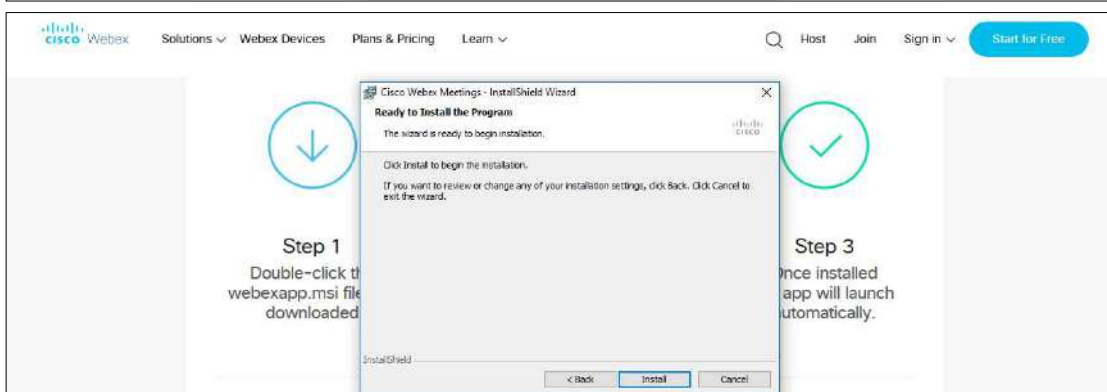
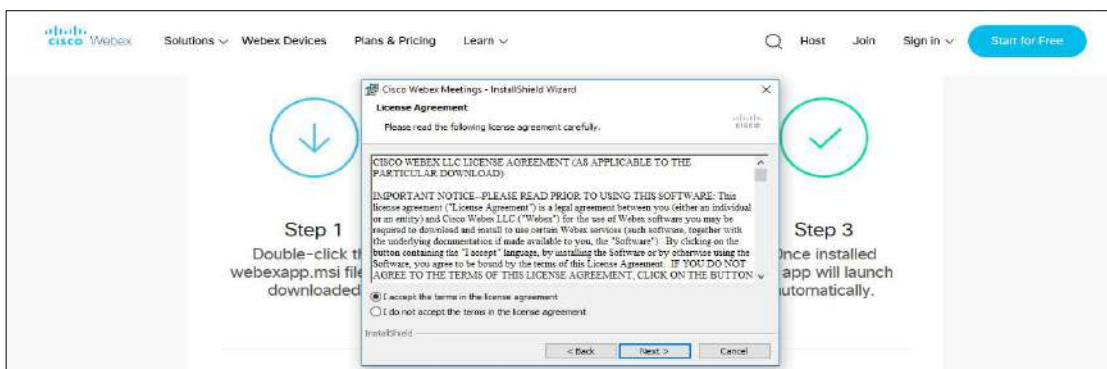
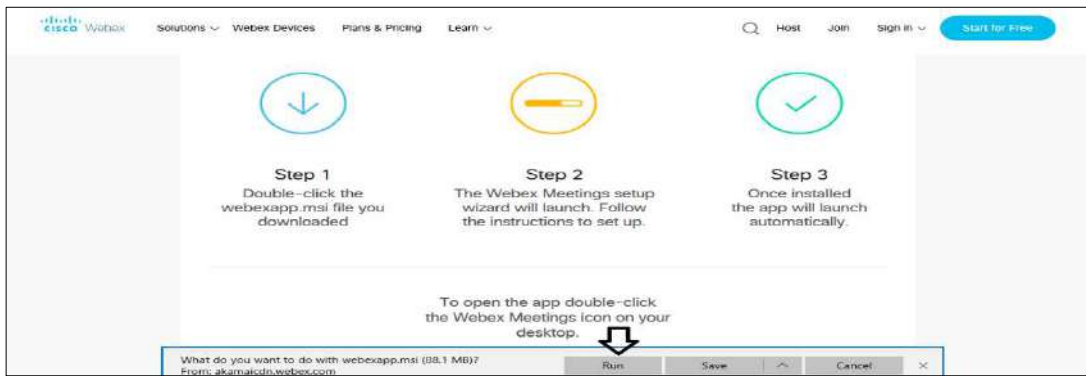
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the EGM proceedings in Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The screenshot shows the Cisco Webex event registration interface. On the left, there is a section for 'Event Information' with fields for 'Event status', 'Date and time', 'Duration', and 'Description'. Below this is a link to 'Terms of Service and Privacy Statement'. On the right, there is a 'Join Event Now' button. Below the button, a message states 'You cannot join the event now because it has not started.' The registration form includes input fields for 'First name', 'Last name', 'Email address', and 'Event password'. A red arrow points to the 'First name' field with the text 'Mention your First name, Last name and email address'. Below the form, there is a 'Join Event Now' button, a 'Join by browser' button with a 'NEW!' tag, and a 'Start your event' button for hosts. The page also displays 'English | Mumbai Time' in the top right corner.

### **Other Instructions:**

- I. The remote e-voting period commences on Monday, February 13, 2023 at 09:00. a.m. (IST) and will end on Wednesday, February 15, 2023 at 5:00 p.m (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Thursday, February 09, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- II. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Thursday, February 09, 2023 and as per the Register of Members of the Company. A person who is not a Member as on Thursday, February 09, 2023, should treat this Notice for information purpose only.
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the EGM through electronic voting system.
- IV. The Board of Directors has appointed M/s Harish Popli & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the EGM in a fair and transparent manner.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fusionmicrofinance.com](http://www.fusionmicrofinance.com) and on the website of Link Intime India Private Limited ([instavote.linkintime.co.in](http://instavote.linkintime.co.in)) and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- VI. Any person, who acquire shares of the Company and become member after dispatch of the Notice of the EGM and holding shares as of the cut-off date i.e. Thursday, February 09, 2023, may obtain the user ID and password by sending a request at [rajiv.ranjan@linkintime.co.in](mailto:rajiv.ranjan@linkintime.co.in) or [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in). However, if a member have already registered with LIPL for remote e-voting, then the member can use the existing user ID and password for casting vote. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, February 09, 2023 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the EGM.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO.1**

The Board of Directors at its meeting held on February 18, 2020, had appointed Ms. Namrata Kaul as an Additional Director of the Company to hold office till the next Annual General Meeting.

Thereafter, the Members at the Annual General Meeting held on July 28, 2020, appointed Ms. Namrata Kaul as an Independent Director to hold office for a term of 3 years. Accordingly, the tenure of Ms. Namrata Kaul, as an Independent Director is due for expire on February 17, 2023.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 ("the Act"), an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Independent Director shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Ms. Namrata Kaul to act as the Director along with the declaration on criteria of Independence as per Section 149(6) of the Act and SEBI Listing Regulations.

Your Board of Directors after considering the recommendations of Nomination and Remuneration Committee, and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Ms. Namrata Kaul during her tenure as an Independent Director since her appointment, at its meeting held on January 23, 2023 has considered, approved and proposed the re-appointment of Ms. Namrata Kaul as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from February 18, 2023.

The Board recommends the Resolution as set out in the item no. 1 of the notice for approval of the Members as a Special Resolution.

Details of Ms. Namarata Kaul whose re-appointment as Independent Directors is proposed at Item No. 1 are provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for re-appointment of Ms. Namarata Kaul setting out the terms and conditions would be available for inspection at the Registered Office of the Company.

Except Ms. Namrata Kaul, being the appointee or her relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution as set out in item no. 1 of this notice.

### **ITEM NO.2**

The Board of Directors at its meeting held on May 24, 2018 had appointed Ms. Ratna Dharashree Vishwanathan as an Additional Director of the Company to hold office till the next Annual General Meeting.

Thereafter, the Members at the Annual General Meeting held on June 26, 2018 appointed Ms. Ratna Dharashree Vishwanathan as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Ms. Ratna Dharashree Vishwanathan as an Independent Director is due for expire on May 23, 2023.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Ms. Ratna Dharashree Vishwanathan along with the declaration on criteria of Independence as per Section 149(6) of the Act and SEBI Listing Regulations.

Your Board of Directors after considering the recommendations of Nomination and Remuneration Committee, and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Ms. Ratna Dharashree Vishwanathan during her tenure as an Independent Director since her appointment, at its meeting held on January 23, 2023 has considered, approved and proposed the re-appointment of Ms. Ratna Dharashree Vishwanathan as an Independent Director, not liable to retire by rotation, for a second term of three years with effect from May 24, 2023.

The Board recommends the Resolution as set out in the item no. 2 of the notice for approval of the Members as a Special Resolution.

Details of Ms. Ratna Dharashree Vishwanathan whose re-appointment as Independent Director is proposed at Item No. 2 are provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for re-appointment of Ms. Ratna Dharashree Vishwanathan setting out the terms and conditions would be available for inspection at the Registered Office of the Company.

Except Ms. Ratna Dharashree Vishwanathan, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution as set out in item no. 2 of this notice.

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

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

Date: 25.01.2023  
Place: Gurugram

## Annexure 1:

**Details of Directors Seeking Re-appointment  
(In pursuance of Regulation 36(3) of SEBI(LODR) Regulations, 2015)**

DIRECTOR NAME	MS. NAMRATA KAUL	MS. RATNA DHARASHREE VISHWANATHAN
DIN	00994532	07278291
Date of Birth	15-03-1964	15-04-1963
Age	58 years	59 years
Date of First appointment	18-02-2020	24-05-2018
Qualifications	M.B.A., B. Com (H)	Masters in English Literature
Nature of expertise in specific functional areas & experience	Banker – worked with Deutsche Bank and Grindlays Bank for 34 years	Close experience of the working and regulatory environment of the microfinance sector
Terms and conditions of re-appointment	pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013.	
Detail of remuneration sought to be paid & remuneration last drawn	No remuneration is paid or payable apart from the sitting fees.	No remuneration is paid or payable apart from the sitting fees.
Number of meetings of the Board attended during the year (FY 2022-23)	8 Board Meetings attended during the FY 2022-23 till date.	
Disclosure of relationships between directors inter-se, Managers and other KMP(s);	None	None
Names of entities in which the person also holds the directorship	<b>PRIME SECURITIES LIMITED - INDEPENDENT DIRECTOR</b>  <b>SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED - INDEPENDENT DIRECTOR</b>  <b>HAVELLS INDIA LIMITED - INDEPENDENT DIRECTOR</b>  <b>CARE INDIA SOLUTIONS FOR SUSTAINABLE DEVELOPMENT – INDEPENDENT DIRECTOR</b>  <b>PRIME RESEARCH AND ADVISORY LIMITED – INDEPENDENT DIRECTOR</b>  <b>VIVRITI CAPITAL PRIVATE LIMITED – INDEPENDENT DIRECTOR</b>  <b>VIVRITI ASSET MANAGEMENT PRIVATE LIMITED – INDEPENDENT DIRECTOR</b>  <b>HEALTHIUM MEDTECH LIMITED – INDEPENDENT DIRECTOR</b>  <b>BHOPAL SMART CITY DEVELOPMENT CORPORATION LIMITED – INDEPENDENT DIRECTOR</b>  <b>SYNERGETICS MANAGEMENT AND ENGINEERING CONSULTANTS PRIVATE LIMITED – DIRECTOR</b>	<b>DILIP BUILDCON LIMITED - INDEPENDENT DIRECTOR</b>  <b>MONEYBOXX FINANCE LIMITED - INDEPENDENT DIRECTOR</b>  <b>REACH TO TEACH PRIVATE LIMITED – DIRECTOR</b>  <b>REACH TO TEACH FOUNDATION – DIRECTOR</b>  <b>SURYODAY FOUNDATION – DIRECTOR</b>
Membership/Chairmanship of Committees of other Board	<b>PRIME SECURITIES LIMITED AUDIT COMMITTEE – MEMBER</b> <b>NOMINATION &amp; REMUNERATION COMMITTEE – MEMBER</b> <b>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE – CHAIRPERSON</b> <b>RISK COMMITTEE – MEMBER</b>	<b>DILIP BUILDCON LIMITED AUDIT COMMITTEE – CHAIRPERSON</b> <b>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE – MEMBER</b>  <b>MONEYBOXX FINANCE LIMITED AUDIT COMMITTEE – MEMBER</b> <b>STAKEHOLDER’S RELATIONSHIP</b>

	<p><b>SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED</b> AUDIT COMMITTEE – CHAIRPERSON STAKEHOLDER’S RELATIONSHIP COMMITTEE – CHAIRPERSON NOMINATION &amp; REMUNERATION COMMITTEE – MEMBER RISK MANAGEMENT COMMITTEE – CHAIRPERSON</p> <p><b>HAVELLS INDIA LIMITED</b> AUDIT COMMITTEE – MEMBER NOMINATION &amp; REMUNERATION COMMITTEE – MEMBER</p> <p><b>VIVRITI CAPITAL PRIVATE LIMITED</b> NOMINATION &amp; REMUNERATION COMMITTEE – MEMBER CORPORATE SOCIAL RESPONSIBILITY COMMITTEE – CHAIRPERSON RISK COMMITTEE – CHAIRPERSON IT STRATEGY COMMITTEE – CHAIRPERSON AUDIT COMMITTEE - CHAIRPERSON</p> <p><b>HEALTHIUM MEDTECH LIMITED</b> AUDIT COMMITTEE – MEMBER NOMINATION &amp; REMUNERATION COMMITTEE – MEMBER CORPORATE SOCIAL RESPONSIBILITY COMMITTEE – CHAIRPERSON</p> <p><b>BHOPAL SMART CITY DEVELOPMENT CORPORATION LIMITED</b> LAND MONETIZATION COMMITTEE – MEMBER AUDIT COMMITTEE - MEMBER</p>	<p>COMMITTEE – CHAIRPERSON NOMINATION &amp; REMUNERATION COMMITTEE – CHAIRPERSON</p>
Listed entities and membership of Committees of the board of the entities from which the person has resigned in the past three years	None	None
shareholding of non-executive directors in Fusion Micro Finance Limited, including shareholding as a beneficial owner.	<p><b>Shareholding as an Independent Director</b> – 3000 shares (0.00% - negligible)</p> <p><b>Shareholding as a beneficial owner</b> - Nil</p>	<p><b>Shareholding as an Independent Director</b> – Nil</p> <p><b>Shareholding as a beneficial owner</b> – Nil</p>
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements/summary of performance evaluation	<p>The role and capabilities as required in the case of an independent director are well defined in the Company’s Nomination and Remuneration Policy. Further, the Board has details of core skills/expertise/ competencies, in context of its business and sector for it to function effectively. The Nomination and Remuneration Committee and the Board has evaluated the profile of Ms. Namrata Kaul &amp; Ms Ratna Dharashree Vishwanathan and concluded that Ms. Namrata Kaul &amp; Ms Ratna Dharashree Vishwanathan possess the relevant skills and capabilities to discharge the role of Independent Directors.</p>	