



FUSION FINANCE LIMITED

(Formerly 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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

To,
The Members,
Fusion Finance Limited
(Formerly Fusion Micro Finance Limited)

Notice is hereby given pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/ 2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), read with Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out in this notice are proposed to be passed by the Members of Fusion Finance Limited (the 'Company') by means of Postal Ballot, only by remote e-voting process ('remote e-voting' or 'e-voting').

The proposed resolutions along with the Explanatory Statement pursuant to Section 102(1), 110 and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent ('RTA')/Depository Participant ('DP'). The communication of assent or dissent of the Members would take place only through the remote e-voting system and the hard copy of Postal Ballot Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ('MUFG' or 'e-voting agency') as the agency to provide e-voting facility to the Members of the Company.

Shareholders/Members are requested to carefully read the instructions and procedures indicated in this Notice to cast their vote electronically. Postal ballot e-Voting Period is as follows:

Start Date and Time	Tuesday, March 25, 2025 (09:00 A.M. IST)
Close date and Time	Wednesday, April 23, 2025 (05:00 P.M. IST)

Members whose names appear on the register of members / List of Beneficial owners as on the **cut-off date i.e., Friday, March 21, 2025**, will only be considered eligible for the purpose of e-voting.

The Board of Directors of the Company has appointed Mr. Harish Kumar (Membership no. F11918), Proprietor of M/s. Harish Popli & Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot, through e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by him. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website www.fusionfin.com, and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> on or before **Friday, April 25, 2025**. Further, the same shall be submitted to the stock exchanges on which the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results shall also be displayed for atleast three days on the Notice board of the company at its Registered office and its Head Office/Corporate Office.

The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., **Wednesday, April 23, 2025**.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE AMEDEMMENT OF FUSION EMPLOYEE STOCK OPTION PLAN 2023

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

"RESOLVED THAT in partial modification of the special resolution passed by the members of the Company on March 26, 2023 through postal ballot approving the Fusion Employee Stock Option Plan 2023 ("ESOP 2023") and pursuant to provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations, 2021"], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the Foreign Exchange Management Act, 1999, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), pursuant to the recommendations of the Nomination and Remuneration Committee ("NRC") and the Board of Directors in their respective meeting held on March 14, 2025, the consent of the Members of the Company be and is hereby accorded:

- a) to increase the quantum of options under ESOP 2023 from 10,00,000 (Ten Lakh) to 60,00,000 (Sixty Lakh) options and the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the NRC, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the ESOP 2023, in one or more tranches not exceeding 60,00,000 (Sixty Lakh) Employee Stock Options ("Options") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the benefit of Employees and Directors of the Company, and to such persons as may, from time to time, be allowed to be eligible for the benefits of the ESOP 2023 (as permitted under the applicable laws), exercisable into not more than 60,00,000 (Sixty Lakhs) Equity Shares ("Shares") of face value of 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP 2023.
- b) to the amendments in ESOP 2023, details whereof are furnished in an explanatory statement to this notice and same shall be deemed to be incorporated herein

RESOLVED FURTHER THAT it is hereby noted and affirmed that amendments in the terms and conditions of the ESOP 2023, are not prejudicial to the interest of the existing grantees of the stock options and will not adversely affect any options granted under the scheme ESOP 2023.

RESOLVED FURTHER THAT the Trust may acquire such quantity of Equity Shares by the way of Direct allotment, from time to time, as may be required to be allotted pursuant to exercise of options, under ESOP 2023.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the ESOP 2023 shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate and or assign the authority to devise, formulate, evolve, decide upon and bring into effect the creation of an additional pool under the ESOP 2023 as per the terms approved in this resolution read with the conditions, if any, with which consent from shareholders is received and at any time to modify, alter or amend the said terms subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws,

rules and regulations, as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate and or assign the authority to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time and also to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

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.”

ITEM NO. 2: TO GRANT EMPLOYEE STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY TO IDENTIFIED EMPLOYEES OF THE COMPANY UNDER FUSION EMPLOYEE STOCK OPTION PLAN 2023

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

“**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), Regulation 6(3)(d) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB & SE) Regulations, 2021”], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], the Foreign Exchange Management Act, 1999, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded and the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee(“NRC”), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“Options”), during any one year, under the Fusion Employee Stock Option Plan 2023’ (“ESOP 2023”), exercisable into such number of equity shares of face value INR. 10/- (Indian Rupees Ten Only) each fully paid up in the Company, which may exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options to such identified employees of the company as may be decided by the Board of Directors/NRC, on such terms and conditions as may be determined in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations including SEBI (SBEB & SE) Regulations, 2021.

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 Fusion Micro Finance Limited)**

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

Date: March 24, 2025

Place: Gurugram

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of the business as set out in the Notice is annexed hereto.
2. In compliance with MCA circulars, the Company will send Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Depository Participants ('DPs')/ MUFG Intime India Private Limited (Company's Registrar and Share Transfer Agents or 'RTA') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on **Friday, March 21, 2025 (Cut-off Date)**. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website www.fusionfin.com and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> on or before **Friday, April 25, 2025**. Further, the same shall be submitted to the stock exchanges on which the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The results shall also be displayed for atleast three days on the Notice board of the company at its Registered office and its Head Office/Corporate Office.
4. In accordance with the MCA circulars, the Company has made arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same with the Depository Participants ('DPs'), if the shares are held in electronic form.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules and in compliance with Regulation 44 of the SEBI Listing Regulations as amended from time to time, the Company has arranged to provide remote e-voting facility to all the members of the Company. The Company has appointed MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ('MUFG' or 'e-voting agency') for providing remote e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
6. The e-voting facility will be available only during the e-voting period which will commence on **Tuesday, March 25, 2025 (09:00 A.M. IST)** and will end on **Wednesday, April 23, 2025 (05:00 P.M. IST)**. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) 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.
8. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date i.e. **Friday, March 21, 2025**.
9. The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., **Wednesday, April 23, 2025**.
10. After sending the notice of Postal Ballot through email, an advertisement will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
11. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of MUFG 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 Authorized 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.
12. ESOP 2023 Scheme and other documents referred to in the aforesaid resolutions are available on the website of the Company i.e. www.fusionfin.com for inspection electronically. Further, any member seeking to inspect any document relating to the same can also send an e-mail to the Company at companysecretary@fusionfin.com with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect, until last date of remote e-voting. i.e. **Wednesday, April 23, 2025**.

13. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is MUFG Intime India Private Limited. All concerned communications thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s. MUFG Intime India Private Limited
(formerly known as 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@in.mpms.mufg.com

14. 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, MUFG Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Email: rajiv.ranjan@in.mpms.mufg.com or enotices@in.mpms.mufg.com Tel: +91 22 - 49186000.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 **NSDL form, shall provide ‘D’ above*

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

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. 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 (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.

- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) 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).
- f) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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
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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO.1 & 2**

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of the Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company. In order to reward and retain the Employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on February 11, 2023, approved the Fusion Employee Stock Option Plan 2023' ("ESOP 2023") with an initial pool of 10,00,000 stock options, to or for the benefit of such Employees as defined in the Scheme, and subsequently the same was approved by the shareholders via postal ballot dated March 26, 2023. The ESOP 2023 is implemented through the Trust route and is administered by the Fusion Employee Benefit Trust, which may acquire equity shares through direct allotment from the Company to extend the benefits of the scheme to eligible employees.

Further, the Board in its meeting on March 14, 2025, approved to increase the quantum of options under ESOP 2023 from 10,00,000 (Ten Lakh) to 60,00,000 (Sixty Lakh) options, based on the recommendations of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the members of the Company.

In addition to the increase in quantum of options under ESOP 2023, the Board has proposed to amend Part C of the ESOP 2023 as stated below:

Existing Clause	Existing Provisions	New Clause	New Provisions
2.1 viii	"Company" means Fusion Micro Finance Limited	2.1 viii	"Company" means Fusion Finance Limited
3.1	The maximum number of options that may be granted under ESOP 2023 shall not exceed 10,00,000* (Ten Lakhs only), with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2023.	3.1	The maximum number of options that may be granted under ESOP 2023 shall not exceed 60,00,000 (Sixty Lakhs only), with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2023.
8.1	Employee Stock Options granted under ESOP 2023 shall vest not before 1 year from the Grant Date and not after maximum Vesting Period of 4 years from the date of grant of such Options.	8.1	Employee Stock Options granted under ESOP 2023 shall vest not before 1 year from the Grant Date and not after maximum Vesting Period of 6 years from the date of grant of such Options. The exact proportion in which the Options would vest and vesting period shall be determined by the Committee, subject to the minimum Vesting Period of one year from the date of Grant of Options and Maximum Vesting period as above.
8.2	Vesting of Options would be subject to continued employment with the Company, including Subsidiary Company(ies), Holding Company, as the case may be, and thus the Options would vest essentially on passage of time. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest.	8.2	Vesting of Options would be subject to continued employment with the Company, including Subsidiary Company(ies), Holding Company, as the case may be, and thus the Options would vest essentially on passage of time. In addition to time-based vesting of option, the Committee, in its discretion, at the time of each Grant, may lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance based Vesting, and the proportion in which Options are granted

			under ESOP 2023 would vest (subject to the minimum and maximum Vesting Period as specified above).
14.	The shares transferred to the grantees arising out of exercise of vested options, shall not be subject to any lock-in restrictions	14.	The lock in period, if any, on the shares transferred to the grantees arising out of exercise of vested options, shall be determined by the Committee in accordance with the provisions of this scheme and applicable laws.
Other amendments			
the reference to the name of the Company-Fusion Micro Finance Limited be substituted by Fusion Finance Limited pursuant to the approval of the members of the Company by way of postal ballot resolution passed on June 09, 2024 and fresh certificate of incorporation dated issued by Registrar of Companies, NCT of Delhi & Haryana on July 09, 2024.			

All other provisions, terms and conditions (except as stated above) of the ESOP 2023 shall remain unchanged. It may be noted that the proposed amendments are not prejudicial to the interest of the existing grantees of the stock options and will not adversely affect any options granted under the scheme ESOP 2023. The amendments as aforesaid shall be applicable to the options grantees to whom the options may be granted in future.

In terms of Regulation 6, 7 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB & SE) Regulations, 2021”] and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the increase in quantum of options and amendments to Employee Stock Options Scheme requires approval of the shareholders by way of a Special Resolution.

Further in terms of provisions of Regulation 6(3)(d) of the SEBI (SBEB&SE) Regulations, 2021, approval of the shareholders by way of a separate resolution is required in case of grant of option to employees of subsidiary or holding Company or grant of options to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option. The approval is being taken as enabling provision to allow the Company to grant options to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

The main features and other details of the Scheme as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations, 2021, are as under:

Brief Description of the ESOP 2023:	This Plan shall be called the Fusion Employee Stock Option Plan 2023 (“ESOP 2023”). The objective of the ESOP 2023 is to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Plan to attract and retain key talents in the organization. The Company views this Plan as instrument that would enable sharing the value with the Employees, they create for the Company in the years to come.
Total number of Options to be granted:	The maximum number of options that may be granted under ESOP 2023 shall not exceed 60,00,000 (including initial pool of 10,00,000 stock options and additional pool of 50,00,000 stock options placed before the members for approval), with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2023. If an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the Stock Options pool and shall become available for future Grants, subject to compliance with all Applicable Laws. Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action.
Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);	<ul style="list-style-type: none"> • An employee as designated by the Company, who is exclusively working in India or outside India; or • A director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

	<ul style="list-style-type: none"> an employee, as defined in sub-clauses (i) or (ii) above, of a Subsidiary Company in India or outside India, or of a Holding Company of the Company; but does not include <ul style="list-style-type: none"> An employee who is a Promoter or a person belonging to the Promoter Group; or A director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.
Requirement of Vesting and period of Vesting:	<p>Employee Stock Options granted under ESOP 2023 shall vest not before 1 year from the Grant Date and not after maximum Vesting Period of 6 years from the date of grant of such Options. The exact proportion in which the Options would vest and vesting period shall be determined by the Committee, subject to the minimum Vesting Period of one year from the date of Grant of Options and Maximum Vesting period as above.</p> <p>Vesting of Options would be subject to continued employment with the Company, including Subsidiary Company(ies), Holding Company, as the case may be, and thus the Options would vest essentially on passage of time.</p> <p>In addition to time based vesting of option, the Committee, in its discretion, at the time of each Grant, may lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance based Vesting, and the proportion in which Options are granted under ESOP 2023 would vest (subject to the minimum and maximum Vesting Period as specified above).</p>
Maximum period within which the Options shall be vested:	The Maximum period within which the Options shall be vested is 6 (Six) Years from the date of grant of such Options.
Exercise Price or Pricing Formula:	<p>Under the Scheme the exercise price shall be determined as per SEBI (SBEB & SE) Regulations, 2021:</p> <ul style="list-style-type: none"> The exercise price of the Shares will be based upon market price. The Committee has a power to provide suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the par value / face value of Share of the Company.
Exercise period and process of Exercise:	After vesting, Options can be immediately exercised within the exercise period, either wholly or in part, through cash mechanism under which the Grantee will receive the Shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the ESOP 2023 and as mentioned in grant letter after the Grantee has made the payment of the Exercise Price, applicable income tax and other charges, if any. The Vested Options can be exercised by the Employees within the maximum Exercise Period of 8 years from the date of vesting of Options.
Appraisal process for determining the eligibility of the Employees for the ESOP 2023:	<p>The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of Options under the ESOP 2023 and the terms and conditions thereof.</p> <ul style="list-style-type: none"> Loyalty: It will be determined based on tenure of employment of an Employee in the Company. Performance of Employee: Employee's performance during the financial year based on the parameters decided by the Committee. Performance of Company: Performance of the Company as per the standards set by the Board. Any other criteria as decided by the Committee in consultation with the Board from time to time.

<p>The Maximum number of Options to be granted per Employee and in aggregate:</p>	<p>The maximum number of options that may be granted under ESOP 2023 shall not exceed 60,00,000 (Sixty Lakhs only), with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2023.</p> <p>Subject to availability of Options, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employees as the case may be, subject to the separate approval of the Shareholders.</p>
<p>The Maximum quantum of benefits to be provided per Employee under the ESOP 2023:</p>	<p>The maximum quantum of benefits that will be provided to every eligible Employee under the ESOP 2023 will be the difference between the market value of Company's Share on the Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.</p>
<p>Whether the ESOP 2023 is to be implemented and administered directly by the Company or through a Trust:</p>	<p>The ESOP 2023 shall be implemented through Trust Route wherein the Trust shall acquire the Shares by direct allotment from the Company.</p> <p>Subject to applicable laws, the ESOP 2023 shall be administered by the Committee which shall delegate all of its administrative powers to the Trust for implementation of the ESOP 2023.</p>
<p>Whether the ESOP 2023 involves new issue of shares by the company or secondary acquisition by the Trust or both:</p>	<p>The ESOP 2023 shall be implemented through Trust Route wherein the Trust shall acquire the Shares by direct allotment from the Company.</p>
<p>The amount of loan to be provided for implementation of the ESOP 2023 by the Company to the Trust, its tenure, utilization, repayment terms, etc.:</p>	<p>For acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through a loan or any other form of financial assistance permissible under Applicable Laws. Further, the Trust may take loan from banks or any other person/source under Applicable Laws.</p> <p>The amount of loan to be provided for implementation of the ESOP 2023 by the Company to the Trust Shall not exceed 5% of the paid-up equity capital and free reserves as provided in Companies Act, 2013. The loan shall be repayable by the Trust in quarterly intervals subject to availability of the funds received pursuant to exercise of stock options under the ESOP 2023 and in accordance with the relevant provisions of the applicable laws & regulations. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed. The Trust shall repay the loan to the Company by utilising the proceeds realised from exercise of Options by the Grantees and the accruals of the Trust at the time of duration or termination of the ESOP 2023.</p>
<p>The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the ESOP 2023:</p>	<p>Not Applicable, as the ESOP 2023 involves Direct Allotment by the Company.</p>
<p>Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:</p>	<p>The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.</p> <p>The cost of equity-settled transactions i.e. Stock options settled by issue of equity is determined by the fair value at the date when the grant is made using an appropriate valuation model as per IND AS 102.</p>

The method which the Company shall use to value its Options:	The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.
Statement with regard to Disclosure in Director's Report:	As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.
Period of lock-in:	The lock in period, if any, on the shares transferred to the grantees arising out of exercise of vested options, shall be determined by the Committee in accordance with the provisions of this scheme and applicable laws.
Terms & conditions for buyback, if any, of specified securities:	The Committee will determine the procedure for buy-back of Options granted under the ESOP 2023, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

The Board of Directors of the Company recommend the Special resolutions as set out at Item no. 1 and 2 for approval by members.

None of the Directors, Manager and Key Managerial Personnel of the Company, and any relatives of such Director, Manager and Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the stock options may be granted.

ESOP 2023 Scheme and other documents referred to in the aforesaid resolutions are available on the website of the Company i.e. www.fusionfin.com for inspection electronically. Further, any member seeking to inspect any document relating to the same can also send an e-mail to the Company at companysecretary@fusionfin.com with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect, until last date of remote e-voting. i.e. **Wednesday, April 23, 2025.**

By Order of the Board of Directors

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

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

Date: March 24, 2025
Place: Gurugram