



CIN : L65100DL1994PLC061287

Fusion Finance Limited

(Formerly known as Fusion Micro Finance Limited)

CERTIFIED TRUE COPY OF ORDINARY RESOLUTION PASSED AT 01ST EXTRA-ORDINARY GENERAL MEETING OF FY 2024-25 OF THE MEMBERS OF FUSION FINANCE LIMITED (FORMERLY KNOWN AS FUSION MICRO FINANCE LIMITED) HELD ON WEDNESDAY, OCTOBER 30, 2024, AT 11:00 A.M, DEEMED TO BE CONDUCTED AT H-1, C BLOCK, COMMUNITY CENTRE, NARAINA VIHAR, NEW DELHI-110028, THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM").

INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

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

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

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

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

CERTIFIED TRUE COPY
For Fusion Finance Limited
(Formerly known as Fusion Micro Finance Limited)

DEEPAK MADAAN
Digitally signed by
DEEPAK MADAAN
Date: 2024.11.04
12:45:35 +05'30'

Deepak Madaan
Company Secretary & Chief Compliance Officer
Membership No: A24811
Address: B-2003, Pioneer Park, Gold Course Extn. Road,
Sector - 61, Gurgaon, Haryana - 122001
Place: Gurugram





CIN : L65100DL1994PLC061287

Fusion Finance Limited

(Formerly known as Fusion Micro Finance Limited)

CERTIFIED TRUE COPY OF EXPLANATORY STATEMENT FOR ORDINARY RESOLUTION PASSED AT 01ST EXTRA-ORDINARY GENERAL MEETING OF FY 2024-25 OF THE MEMBERS OF FUSION FINANCE LIMITED (FORMERLY KNOWN AS FUSION MICRO FINANCE LIMITED) HELD ON WEDNESDAY, OCTOBER 30, 2024, AT 11:00 A.M, DEEMED TO BE CONDUCTED AT H-1, C BLOCK, COMMUNITY CENTRE, NARAINA VIHAR, NEW DELHI-110028, THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM").

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

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

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

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

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

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

CERTIFIED TRUE COPY

For Fusion Finance Limited

(Formerly known as Fusion Micro Finance Limited)

DEEPAK
MADAAN

Digitally signed by
DEEPAK MADAAN
Date: 2024.11.04
12:46:46 +05'30'



Deepak Madaan

Company Secretary & Chief Compliance Officer

Membership No: A24811

Address: B-2003, Pioneer Park, Gold Course Extn. Road,

Sector - 61, Gurgaon, Haryana - 122001

Place: Gurugram