

Fusion Finance Limited

(Formerly known as Fusion Micro Finance Limited)

Date: 25.04.2025**Letter No. FFL/SEC/2025-26/SE-11**

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra Kurla Complex, Mumbai - 400 051	The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001
Symbol: FUSION	Scrip Code: 543652

Sub: Submission of Scrutinizer's Report and Voting Results for Postal Ballot dated April 23, 2025.

Dear Sir/Madam,

This is to inform that, vide our letter dated March 24, 2025, we had submitted the Postal Ballot Notice, for seeking the shareholders' approval for the following resolutions:

1. To approve the amendment of Fusion Employee Stock Option Plan 2023; and
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.

In regard to the same, we hereby submit that both the abovementioned resolutions have been passed by the shareholders with requisite majority.

Further, in compliance with the provisions of Regulation 44(3) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 read with Rules made thereunder and other applicable provisions of the Companies Act, 2013, we hereby submit the following:

1. Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Report of Scrutinizer dated April 25, 2025, pursuant to Section 108, 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

You are requested to take the same on your record.

Yours faithfully,

For Fusion Finance Limited
(Formerly Fusion Micro Finance Limited)

Deepak Madaan
Company Secretary and Chief Compliance Officer
Membership No. A24811

Resolution Required :Special			1 - TO APPROVE THE AMENDEMENT OF FUSION EMPLOYEE STOCK OPTION PLAN 2023					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	58300944	58299944	99.9983	58299944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		58299944	99.9983	58299944	0	100.0000	0.0000
Public Institutions	E-Voting	19193183	15440993	80.4504	6502985	8938008	42.1151	57.8849
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15440993	80.4504	6502985	8938008	42.1151	57.8849
Public Non Institutions	E-Voting	23529758	673665	2.8630	659447	14218	97.8895	2.1105
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		673665	2.8630	659447	14218	97.8895	2.1105
Total		101023885	74414602	73.6604	65462376	8952226	87.9698	12.0302

Resolution Required :Special			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					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	58300944	58299944	99.9983	58299944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		58299944	99.9983	58299944	0	100.0000	0.0000
Public Institutions	E-Voting	19193183	15440993	80.4504	6502985	8938008	42.1151	57.8849
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15440993	80.4504	6502985	8938008	42.1151	57.8849
Public Non Institutions	E-Voting	23529758	673701	2.8632	659248	14453	97.8547	2.1453
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		673701	2.8632	659248	14453	97.8547	2.1453
Total		101023885	74414638	73.6604	65462177	8952461	87.9695	12.0305



To,

The Chairman
Fusion Finance Limited
(formerly Fusion Micro Finance Limited)
Regd. Office: H-1, C Block, Community Centre, Naraina Vihar,
New Delhi 110028 INDIA

SCRUTINIZER'S REPORT

Dear Sir,

The Board of Directors of Fusion Finance Limited (formerly Fusion Micro Finance Limited ("the Company")) in their meeting held on March 14, 2025 appointed me as the Scrutinizer for conducting the Postal Ballot only by way of remote E-voting process in fair and transparent manner in compliance with regulation 44 of the Securities and Exchange Board of India (Listing obligations and disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014 (as amended from time to time) and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars') for the below mentioned resolutions as contained in the Postal Ballot notice dated March 24, 2025:

Resolution No.	Nature of Resolution	Particulars
1	Special Resolution	To approve the amendment of Fusion Employee Stock Option Plan 2023
2	Special Resolution	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

The Management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules made thereunder relating to postal ballot only by way of remote e-voting process. My responsibility as a scrutinizer is restricted to make a Scrutinizer's Report of the votes cast by the members through remote e-voting process for the resolutions contained in the Postal Ballot Notice dated March 24, 2025, based on the report generated from the e-voting system provided MUFG intime India Private Limited ("MUFG"), the authorized agency appointed by the Company through its "instavote" platform at the URL: <https://instavote.linkintime.co.in> for providing postal ballot e-voting facilities till the time fixed for closing of the remote e-voting process i.e. 5:00 PM (IST) on Wednesday, the April 23, 2025.

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





I have completed the scrutiny of remote e-voting of postal ballot (e-voting) and submit my report as under:

1. The Company has on March 24, 2025 completed the dispatch of Notice to its members via email through MUFG along with the details of Login ID and password to its members whose email ID was registered with the Company or its RTA as on cut-off date i.e. March 21, 2025. Total shareholders of the Company as on the cut-off date was 79945. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolution as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars.
2. In accordance with the MCA Circulars, no physical copy of the notice, Postal Ballot form, and pre-paid business reply envelope was dispatched to members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot. The members of the Company had option to vote only through remote e-voting facility i.e. by casting votes electronically instead of submitting postal ballot forms.
3. The Company had published an advertisement in Financial Express and Jansatta, newspapers on March 25, 2025 regarding the completion of dispatch of Notice and also specifying therein the matters prescribed in Rules with regard to remote e-voting.
4. The details of e-voting as recorded through online platform provided by MUFG have been entered in a computerized register separately maintained for the purpose.
5. All casting of votes electronically through MUFG portal up to the close of working hours i.e. 5:00 PM (IST) on April 23, 2025, the last date and time fixed by the Company for remote e-voting were considered for my scrutiny.
6. The remote e-voting was unblocked on Friday, April 25, 2025, at 9:33 A.M. (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolution were derived from the report generated from the e-voting platform provided by the MUFG in respect of voting through remote e-voting.



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8. A summary of the postal ballot votes casted electronically are given below:

Item No -1 - Result of Postal ballot – Special Resolution – To approve the amendment of Fusion Employee Stock Option Plan 2023

Sr. No.	Particulars	E-Voting details
	Total no. of members who exercised votes through remote e-voting	221
b)	Less: Invalid no. of members who exercised invalid votes through remote e-voting process	0
c)	Net valid no. of members who exercised votes through remote e-voting	221
d)	Total Number of votes cast	7,50,45,160
e)	Less: Invalid no of votes cast	0
f)	Less: Members abstained from voting in favor/against	6,30,558
g)	Valid No of votes cast (Net)	7,44,14,602
h)	Total no of e-votes with assent for the Resolution	6,54,62,376
i)	Total no of e-votes with dissent for the Resolution	89,52,226
j)	% of Total e-votes cast in favor of the resolution	87.97
k)	% of Total e-votes cast against the resolution	12.03

Item No – 2 - Result of Postal ballot – Special Resolution – 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

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	221
b)	Less: Invalid no. of members who exercised invalid votes through remote e-voting process	0
c)	Net valid no. of members who exercised votes through remote e-voting	221
d)	Total Number of votes cast	7,50,45,196
e)	Less: Invalid no of votes cast	0
f)	Less: Members abstained from voting in favor/against	6,30,558
g)	Valid No of votes cast (Net)	7,44,14,638
h)	Total no of e-votes with assent for the Resolution	6,54,62,177
i)	Total no of e-votes with dissent for the Resolution	89,52,461

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i)	% of Total e-votes cast in favor of the resolution	87.97
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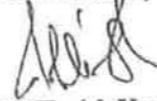
9. I would like to inform you that all the above Special Resolution(s) at Item no. 1 and item no. 2 of the Notice dated March 24, 2025 have been passed with requisite majority. You may accordingly declare the result of the postal ballot conducted through remote E-voting process.

10. The relevant records shall be handed over to CS Deepak Madaan, Company Secretary & Chief Compliance Officer for safe keeping in compliance with the provisions of Section 110 of Companies Act, 2013 read with Companies (Management and Administration) Rules 2014.

Notes:

1. The percentages are rounded off to the nearest decimals.
2. Valid number of votes cast does not include no. of votes abstained & invalid votes.
3. Number of shareholders are not grouped on the basis of PAN.

Thanking you
Yours faithfully


CS Harish Kumar
FCS: 11918, COP-22475
Scrutinizer
Harish Popli And Associates
Company Secretaries



UDIN: F011918G000196861

Date: April 25, 2025

Counter signed by
For Fusion Finance Limited
(Formerly Fusion Micro Finance Limited)



Deepak Madaan
Company Secretary & Compliance Officer

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