

Date: 23.07.2025

Letter No. FFL/SEC/2025-26/SE-41

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, FUSIONPP	Scrip Code: 543652, 890214

Sub: Disclosure of Voting Results of 31st Annual General Meeting ("AGM") of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

In compliance with the provisions of Regulation 44(3) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find herewith the following documents in respect of 31st Annual General Meeting (AGM) of the company held on July 22, 2025, at 11:00 A.M, through Video Conferencing ("VC")/Other Audio-Visual Mode("OAVM"):

1. Voting results of the 31st Annual General Meeting; and
2. Consolidated Report of Scrutinizer dated July 23, 2025.

Further, the aforesaid documents along with transcript of the Annual General Meeting will also be made available on the website of the company at www.fusionfin.com.

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

You are requested to take the same on your record.

Thanking you

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

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

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General information about company

Scrip code	543652
NSE Symbol	FUSION
MSEI Symbol	NOTLISTED
ISIN	INE139R01012
Name of the company	Fusion Finance Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-07-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:29 AM

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Scrutinizer Details

Name of the Scrutinizer	Navneet Arora
Firms Name	Navneet K Arora & Co LLP
Qualification	CS
Membership Number	3214
Date of Board Meeting in which appointed	10-06-2025
Date of Issuance of Report to the company	23-07-2025

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Voting results	
Record date	15-07-2025
Total number of shareholders on record date	81596
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	104
No. of resolution passed in the meeting	10
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the audited financial statements for the Financial Year ended March 31, 2025 and the report of the Board of Directors and auditors thereon.				
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	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419477	76.1807	10807111	3612366	74.9480	25.0520
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419477	76.1807	10807111	3612366	74.9480	25.0520
Public- Non Institutions	E-Voting	39044651	1070397	2.7415	1070338	59	99.9945	0.0055
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070397	2.7415	1070338	59	99.9945	0.0055
Total		131553081	89069316	67.7060	85456891	3612425	95.9443	4.0557
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Devesh Sachdev, Managing Director (DIN: 02547111), who retires by rotation and being eligible, offers himself for re-appointment.				
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	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	14419324	154	99.9989	0.0011
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	14419324	154	99.9989	0.0011
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1070283	113	99.9894	0.0106
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1070283	113	99.9894	0.0106
Total		131553081	89069316	67.7060	89069049	267	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and appoint M/s BK Khare & Co., Chartered Accountants (Firm Registration No. 105102W), as Statutory Auditors of the Company and to fix their remuneration.				
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	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	14419478	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	14419478	0	100.0000	0.0000
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1070283	113	99.9894	0.0106
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1070283	113	99.9894	0.0106
Total		131553081	89069316	67.7060	89069203	113	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the amendment in Articles of Association (AOA) of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	14419478	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	14419478	0	100.0000	0.0000
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1070337	59	99.9945	0.0055
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1070337	59	99.9945	0.0055
Total		131553081	89069316	67.7060	89069257	59	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Consider and appoint M/S. Navneet K Arora & Co LLP, Practicing Company Secretaries as Secretarial Auditor of the Company and to fix their Remuneration.				
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	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	14419324	154	99.9989	0.0011
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	14419324	154	99.9989	0.0011
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1070283	113	99.9894	0.0106
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1070283	113	99.9894	0.0106
Total		131553081	89069316	67.7060	89069049	267	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval or waiver or the recovery or managerial remuneration, which is in excess of the limits prescribed under section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 paid / payable to Mr. Deyech Sachdev (DIN: 02547111), Managing Director of the				
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	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	11549158	2870320	80.0941	19.9059
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	11549158	2870320	80.0941	19.9059
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1069406	990	99.9075	0.0925
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1069406	990	99.9075	0.0925
Total		131553081	89069316	67.7060	86198006	2871310	96.7763	3.2237
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of payment of remuneration to Mr. Devesh Sachdev (DIN: 02547111), Managing Director of the Company for FY 2025-26.				
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	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	11549158	2870320	80.0941	19.9059
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	11549158	2870320	80.0941	19.9059
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1070258	138	99.9871	0.0129
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1070258	138	99.9871	0.0129
Total		131553081	89069316	67.7060	86198858	2870458	96.7773	3.2227
				Whether resolution is Pass or Not.			Yes	
				Disclosure of notes on resolution			Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the payment of remuneration to Mr. Puneet Gupta (DIN: 02728604), Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	14419478	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	14419478	0	100.0000	0.0000
Public- Non Institutions	E-Voting	39044651	1064955	2.7275	1064617	338	99.9683	0.0317
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1064955	2.7275	1064617	338	99.9683	0.0317
Total		131553081	89063875	67.7019	89063537	338	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the payment of remuneration to Ms. Namrata Kaul (DIN:00994532), Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	11549158	2870320	80.0941	19.9059
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	11549158	2870320	80.0941	19.9059
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1070083	313	99.9708	0.0292
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1070083	313	99.9708	0.0292
Total		131553081	89069316	67.7060	86198683	2870633	96.7771	3.2229
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the payment of remuneration to Ms. Ratna Dharashree Vishwanathan (DIN: 07278291), Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	73580442	73579442	99.9986	73579442	0	100.0000	0.0000
Public- Institutions	E-Voting	18927988	14419478	76.1807	12143907	2275571	84.2188	15.7812
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18927988	14419478	76.1807	12143907	2275571	84.2188	15.7812
Public- Non Institutions	E-Voting	39044651	1070396	2.7415	1070058	338	99.9684	0.0316
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39044651	1070396	2.7415	1070058	338	99.9684	0.0316
Total		131553081	89069316	67.7060	86793407	2275909	97.4448	2.5552
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Consolidated Report of Scrutinizer

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

To,
The Chairman
31st Annual General Meeting of the Equity Shareholders of
Fusion Finance Limited
(Formerly known as Fusion Micro Finance Limited)
held on Tuesday, July 22, 2025 at 11.00 AM
through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).
Deemed venue at its Registered Office: H-1, C Block,
Community Centre, Naraina Vihar, New Delhi-110028

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

Dear Sir,

1. I, CS Navneet Arora, Company Secretary in Practice & Managing Partner of M/s. Navneet K Arora & Co LLP having Registered Office at E-8/1, Near Geeta Bhawan Mandir, Malviya Nagar, New Delhi-110017 was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on **June 10, 2025** for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the Resolutions contained in the Notice of Annual General Meeting dated **June 10, 2025** ("Notice") issued in accordance with General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 19, 2024 issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India for the **31st Annual General Meeting ("AGM")** of the members of the Company held on **Tuesday, July 22, 2025 at 11.00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)** at deemed venue at its Registered office i.e. H-1, C Block, Community Centre, Naraina Vihar, New Delhi-110028
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) process of e-voting at the AGM through electronic voting system ("e-voting").





(iii) The AGM was convened for passing the following **Resolutions**:

Resolution No(s)	Particulars	
Ordinary Business(es)		
1	Ordinary Resolution	To consider and adopt the audited financial statements for the Financial Year ended March 31, 2025 and the report of the Board of Directors and auditors thereon.
2	Ordinary Resolution	To re-appoint Mr. Devesh Sachdev, Managing Director (DIN: 02547111), who retires by rotation and being eligible, offers himself for re-appointment.
3	Ordinary Resolution	To consider and appoint M/s BK Khare & Co., Chartered Accountants (Firm Registration No. 105102W), as Statutory Auditors of the Company and to fix their remuneration.
Special Business(es)		
4	Special Resolution	To consider and approve the amendment in Articles of Association (AOA) of the Company.
5	Ordinary Resolution	To Consider and appoint M/S. Navneet K Arora & Co LLP, Practicing Company Secretaries as Secretarial Auditor of the Company and to fix their Remuneration.
6	Special Resolution	Approval of waiver of the recovery of managerial remuneration, which is in excess of the limits prescribed under section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, paid / payable to Mr. Devesh Sachdev (DIN: 02547111), Managing Director of the Company for the Financial Year 2024-25.
7	Special Resolution	Approval of payment of remuneration to Mr. Devesh Sachdev (DIN: 02547111), Managing Director of the Company for FY 2025-26.
8	Ordinary Resolution	Approval of the payment of remuneration to Mr. Puneet Gupta (DIN: 02728604), Independent Director of the Company.
9	Ordinary Resolution	Approval of the payment of remuneration to Ms. Namrata Kaul (DIN:00994532), Independent Director of the Company.
10	Ordinary Resolution	Approval of the payment of remuneration to Ms. Ratna Dharashree Vishwanathan (DIN: 07278291), Independent Director of the Company.





Management Responsibility:

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

Scrutinizer Responsibility:

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

Cut-off Date & Dispatch of Notice:

5. The Company had engaged the services of **MIPL** as the Authorized Agency to provide secured system for remote e-voting to the shareholders to vote on resolution through the remote e-voting & e-voting at meeting. The Company had on **June, 30, 2025** completed the dispatch of Notice along with the details of Login ID and password to its members through email by **MIPL** to members whose email ID were registered with the Depositories / Company and/or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **Tuesday, July 15, 2025** Total shareholders of the Company as on the cut-off date were **81596**.

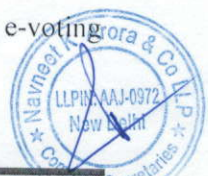
6. Remote Evoting Process:

The remote e-voting period remained open **from 9.00 am (IST), Saturday, July 19, 2025** and ended at **5.00 pm (IST), Monday, July 21, 2025**. Votes casted electronically up to **5.00 pm (IST), Monday, July 21, 2025**, being the last date and time fixed by the Company, was considered for my scrutiny. Remote e-voting facility were locked forthwith thereafter.

7. E-voting process at the AGM:

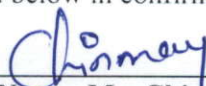
- a. The AGM of the Company was conducted as per the guidelines issued by the MCA vide General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, and September 19, 2024 respectively through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members have attended and participated in the AGM through VC/OAVM. The facility of participation at the AGM through VC/OAVM was made available for members on first come- first served basis excluding large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, who were allowed to attend the AGM without restriction on account of first come- first served basis.


- b. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked.





8. The e-votes cast were finalized on **Tuesday, July 22, 2025** at **11.52 AM (IST)** after the conclusion of the **AGM** in the presence of **2 (Two)** witnesses namely **(1) Mr. Chinmay R/o. 38, Yusuf Sarai Village, New Delhi-110016** and **(2) Ms. Srishti Giri R/o H.no. 553/1, Bank Colony, Devli, New Delhi-110080** who are not in the employment of the Company. They have signed below in confirmation of the votes being finalized in their presence.


Name: Mr. Chinmay


Name: Ms. Srishti Giri

9. Thereafter, the details containing *inter-alia*, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of **MIPL**.

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

Item No -1: Ordinary Resolution

To consider and adopt the audited financial statements for the Financial Year ended March 31, 2025 and the report of the Board of Directors and auditors thereon.

- (i) Voted '**FOR**' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	166	6,66,15,823	74.79
	Partly Paid Up	43	1,88,41,067	21.15
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		209	8,54,56,890	95.94

- (ii) Voted '**AGAINST**' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	22	26,09,038	2.93
	Partly Paid Up	11	10,03,388	1.13
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		33	36,12,426	4.06





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -2- Ordinary Resolution

To re-appoint Mr. Devesh Sachdev, Managing Director (DIN: 02547111), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	177	6,92,24,607	77.72
	Partly Paid Up	52	1,98,44,442	22.28
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		229	8,90,69,049	100.00

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	11	254	0.00
	Partly Paid Up	02	13	0.00
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		13	267	0.00





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -3- Ordinary Resolution

To consider and appoint M/s BK Khare & Co., Chartered Accountants (Firm Registration No. 105102W), as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	178	6,92,24,761	77.72
	Partly Paid Up	52	1,98,44,442	22.28
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		230	8,90,69,203	100.00

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	10	100	0.00
	Partly Paid Up	02	13	0.00
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		12	113	0.00





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -4- Special Resolution

To consider and approve the amendment in Articles of Association (AOA) of the Company.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	181	6,92,24,815	77.72
	Partly Paid Up	52	1,98,44,442	22.28
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		233	8,90,69,257	100.00

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	07	46	0.00
	Partly Paid Up	02	13	0.00
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		09	59	0.00





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -5- Ordinary Resolution

To consider and appoint M/s. Navneet K Arora & Co LLP, Practicing Company Secretaries as Secretarial Auditor of the Company and to fix their remuneration.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	177	6,92,24,607	77.72
	Partly Paid Up	52	1,98,44,442	22.28
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		229	8,90,69,049	100.00

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	11	254	0.00
	Partly Paid Up	02	13	0.00
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		13	267	0.00





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -6- Special Resolution

Approval of waiver of the recovery of managerial remuneration, which is in excess of the limits prescribed under section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, paid / payable to Mr. Devesh Sachdev (DIN: 02547111), Managing Director of the Company for the Financial Year 2024-25.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	172	6,69,48,470	75.16
	Partly Paid Up	49	1,92,49,536	21.61
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		221	8,61,98,006	96.77

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	16	22,76,391	2.56
	Partly Paid Up	05	5,94,919	0.67
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		21	28,71,310	3.23





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -7- Special Resolution

Approval of payment of remuneration to Mr. Devesh Sachdev (DIN: 02547111), Managing Director of the Company for FY 2025-26.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	173	6,69,49,165	75.17
	Partly Paid Up	50	1,92,49,693	21.61
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		223	8,61,98,858	96.78

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	15	22,75,696	2.55
	Partly Paid Up	04	5,94,762	0.67
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		19	28,70,458	3.22





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -8- Ordinary Resolution

Approval of the payment of remuneration to Mr. Puneet Gupta (DIN: 02728604), Independent Director of the Company.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	175	6,92,20,536	77.72
	Partly Paid Up	51	1,98,43,001	22.28
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		226	8,90,63,537	100.00

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	12	325	0.00
	Partly Paid Up	02	13	0.00
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		14	338	0.00





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	01	4,000
	Partly Paid Up	01	1,441
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -9- Ordinary Resolution

Approval of the payment of remuneration to Ms. Namrata Kaul (DIN:00994532), Independent Director of the Company.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	173	6,69,48,990	75.17
	Partly Paid Up	50	1,92,49,693	21.61
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		223	8,61,98,683	96.78

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	15	22,75,871	2.55
	Partly Paid Up	04	5,94,762	0.67
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		19	28,70,633	3.22





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

Item No -10- Ordinary Resolution

Approval of the payment of remuneration to Ms. Ratna Dharashree Vishwanathan (DIN: 07278291), Independent Director of the Company.

(i) Voted 'FOR' the resolution :

Mode of Voting		Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	172	6,69,48,965	75.16
	Partly Paid Up	52	1,98,44,442	22.28
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		224	8,67,93,407	97.44

(ii) Voted 'AGAINST' the resolution :

Mode of Voting		Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	Fully Paid Up	16	22,75,896	2.56
	Partly Paid Up	02	13	0.00
e-voting at AGM	Fully Paid Up	0	0	0.00
	Partly Paid Up	0	0	0.00
Total		18	22,75,909	2.56





(iii) Votes 'ABSTAIN':

Mode of voting		Total number of members whose votes were declared 'Abstain'	Total number of votes cast by them were declared 'Abstain'
Remote e-voting	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
e-voting at AGM	Fully Paid Up	NIL	NIL
	Partly Paid Up	NIL	NIL
Total		NIL	NIL

10. The Register, all other papers and relevant records relating to remote e-voting and e-voting at the 31st AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Company Secretary for safe keeping.
11. I would like to inform you that the Resolution(s) as contained in the Notice dated **June 10, 2025** have been passed with requisite majority i.e. **Resolution No 1, 2, 3, 5, 8, 9 and 10 as Ordinary Resolutions and Resolution No. 4, 6 and 7 as Special Resolution**. You may accordingly declare the result of the voting through remote e-voting and e-voting at AGM.
12. There were no "Invalid votes" during the remote e-voting or e-voting at AGM.

Thanking you
Yours faithfully,

CS Navneet Arora
FCS: 3214, COP-3005
Scrutinizer

Managing Partner: Navneet K Arora & Co LLP
Company Secretaries
ICSI Firm Unique Identification Code: P2009DE061500
UDIN NO: F003214G000848071
Place: New Delhi
Date: 23rd July 2025

