



Date: 09.01.2026

Letter No. FFL/SEC/2025-26/SE-99

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 Symbol: FUSION	The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 543652, 977381, 977412
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Sub: Submission of Scrutinizer's Report and Voting Results for Postal Ballot Notice dated December 08, 2025.

Dear Sir/Ma'am,

This is to inform you that vide our letter dated December 08, 2025, we had submitted the Postal Ballot Notice, for seeking shareholders' approval for the following resolutions:

1. To consider and approve the amendment in Articles of Association ("AOA") of the Company.
2. To consider and approve the appointment of Mr. Sanjay Garyali (DIN: 11046442) as Managing Director of the Company.

In this regard, we hereby submit that all 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 January 09, 2026, 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.

Thanking you,
Sincerely,

For Fusion Finance Limited
(Formerly Fusion Micro Finance Limited)

Vikrant Sadana
Company Secretary & Compliance Officer

Place: Gurugram

Enc.: a/a

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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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-01-2026
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	Harish Kumar
Firms Name	Harish Popli And Associates
Qualification	CS
Membership Number	11918
Date of Board Meeting in which appointed	06-12-2025
Date of Issuance of Report to the company	09-01-2026

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Voting results	
Record date	05-12-2025
Total number of shareholders on record date	82197
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
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	73427258	68736458	93.6116	68736458	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	73427258	68736458	93.6116	68736458	0	100.0000	0.0000
Public- Institutions	E-Voting	21259751	13059859	61.4300	13059859	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	21259751	13059859	61.4300	13059859	0	100.0000	0.0000
Public- Non Institutions	E-Voting	36866072	178572	0.4844	178273	299	99.8326	0.1674
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36866072	178572	0.4844	178273	299	99.8326	0.1674
Total		131553081	81974889	62.3132	81974590	299	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	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
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 appointment of Mr. Sanjay Garyali (DIN: 11046442) as Managing 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	73427258	68736458	93.6116	68736458	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	73427258	68736458	93.6116	68736458	0	100.0000	0.0000
Public- Institutions	E-Voting	21259751	13059858	61.4300	12939676	120182	99.0798	0.9202
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	21259751	13059858	61.4300	12939676	120182	99.0798	0.9202
Public- Non Institutions	E-Voting	36866072	178573	0.4844	178274	299	99.8326	0.1674
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36866072	178573	0.4844	178274	299	99.8326	0.1674
Total		131553081	81974889	62.3132	81854408	120481	99.8530	0.1470
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	
Public Insitutions	
Public - Non Insitutions	



To,

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") on **December 6, 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 April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 and latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India 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 **December 8, 2025**:

Resolution No.	Nature of Resolution	Particulars
1	Special Resolution	To consider and approve the amendment in Articles of Association ("AOA") of the Company.
2	Special Resolution	To consider and approve the appointment of Mr. Sanjay Garyali (DIN: 11046442) as Managing Director of the company.

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 December 8, 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 January 7, 2026.



Harish Popli & Associates
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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 **December 8, 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. December 5, 2025. Total shareholders of the Company as on the cut-off date was 82,197. 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 were 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 December 9, 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 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 **January 7, 2026**, 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 January 7, 2026, at 5:17 P.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.
8. The paid-up share capital of the Company as on Cut-off date i.e. December 5, 2025, was Rs. 1,31,55,30,810 divided into 10,10,23,885 equity shares of Rs. 10/- (Rupees Ten only) each and 6,10,58,392 equity Shares of Rs. 10/- (Rupees Ten only) [called-up and paid-up capital of Rs. 5/- (Rupees Five only)] each. The following table outlines the details of number of fully paid-up equity shares and partly paid-up equity shares as of cut-off date, along with corresponding proportion of votes entitled to each category of members:



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Face value of Equity Shares (In Rs.)	Paid-up Value of Equity Shares (In Rs.)	Proportion of Votes counted	Total no. of Equity Shares	Number of Votes entitled to members in proportion to their holding
10	10	1	10,10,23,885	10,10,23,885
10	5	0.50	6,10,58,392	3,05,29,196
Total			16,20,82,277	13,15,53,081

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

Item No -1 - Result of Postal ballot – Special Resolution – To Consider and approve the amendment in Articles of Association (“AOA”) of the Company.

Fully paid-up equity shares

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	149
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	149
d)	Total Number of votes cast	6,19,92,927
e)	Less: Invalid no of votes cast	0
f)	Less: Votes of the members abstained from voting in favor/against	0
g)	Valid No of votes cast (Net)	6,19,92,927
h)	Total no of e-votes with assent for the Resolution	6,19,92,683
i)	Total no of e-votes with dissent for the Resolution	244
j)	% of Total e-votes cast in favor of the resolution	99.9996
k)	% of Total e-votes cast against the resolution	0.0004

Partly paid-up equity shares

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	64
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	64
d)	Total Number of votes cast	1,99,81,962
e)	Less: Invalid no of votes cast	0

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f)	Less: Votes of the members abstained from voting in favor/against	0
g)	Valid No of votes cast (Net)	1,99,81,962
h)	Total no of e-votes with assent for the Resolution	1,99,81,907
i)	Total no of e-votes with dissent for the Resolution	55
j)	% of Total e-votes cast in favor of the resolution	99.9997
k)	% of Total e-votes cast against the resolution	0.0003

Combined results (Fully paid-up equity shares+partly paid-up equity shares)

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	213
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	213
d)	Total Number of votes cast	8,19,74,889
e)	Less: Invalid no of votes cast	0
f)	Less: Votes of the members abstained from voting in favor/against	0
g)	Valid No of votes cast (Net)	8,19,74,889
h)	Total no of e-votes with assent for the Resolution	8,19,74,590
i)	Total no of e-votes with dissent for the Resolution	299
j)	% of Total e-votes cast in favor of the resolution	99.9996
k)	% of Total e-votes cast against the resolution	0.0004

Item No – 2 - Result of Postal ballot – Special Resolution – To consider and approve the appointment of Mr. Sanjay Garyali (DIN: 11046442) as Managing Director of the Company.

Fully paid-up equity shares

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	149
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	149
d)	Total Number of votes cast	6,19,92,927
e)	Less: Invalid no of votes cast	0
f)	Less: Votes of the members abstained from voting in favor/against	0

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g)	Valid No of votes cast (Net)	6,19,92,927
h)	Total no of e-votes with assent for the Resolution	6,18,72,501
i)	Total no of e-votes with dissent for the Resolution	1,20,426
j)	% of Total e-votes cast in favor of the resolution	99.8057
k)	% of Total e-votes cast against the resolution	0.1943

Partly paid-up equity shares

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	64
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	64
d)	Total Number of votes cast	1,99,81,962
e)	Less: Invalid no of votes cast	0
f)	Less: Votes of the members abstained from voting in favor/against	0
g)	Valid No of votes cast (Net)	1,99,81,962
h)	Total no of e-votes with assent for the Resolution	1,99,81,907
i)	Total no of e-votes with dissent for the Resolution	55
j)	% of Total e-votes cast in favor of the resolution	99.9997
k)	% of Total e-votes cast against the resolution	0.0003

Combined results (Fully paid-up equity shares+partly paid-up equity shares)

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	213
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	213
d)	Total Number of votes cast	8,19,74,889
e)	Less: Invalid no of votes cast	0
f)	Less: Votes of the members abstained from voting in favor/against	0
g)	Valid No of votes cast (Net)	8,19,74,889
h)	Total no of e-votes with assent for the Resolution	8,18,54,408
i)	Total no of e-votes with dissent for the Resolution	1,20,481
j)	% of Total e-votes cast in favor of the resolution	99.8530
k)	% of Total e-votes cast against the resolution	0.1470

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10. 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 **December 8, 2025** have been passed with requisite majority. You may accordingly declare the result of the postal ballot conducted through remote E-voting process.
11. The relevant records shall be handed over to **CS Vikrant Sadana, Company Secretary & 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: F011918G003213699

Place: Gurugram
Date: January 9, 2026

Harish Popli & Associates
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