

Date: 29.09.2023

Letter No. FMFL/SEC/2023-24/SE-82

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 Scrip Code: FUSION	The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 543652
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**Sub: Proceedings of 29<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Friday, September 29, 2023 through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**

In compliance with Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of 29<sup>th</sup> Annual General Meeting of the Company held on Friday, September 29, 2023 at 11.00 A.M through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

Further, the transcript of the above said Annual General Meeting, has been uploaded on the website of the company i.e. [www.fusionmicrofinance.com](http://www.fusionmicrofinance.com)

Kindly take the same on your record.

Thanking you  
For **Fusion Micro Finance Limited**  
(Formerly Fusion Micro Finance Private Limited)

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

## **PROCEEDING OF 29TH ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY**

The 29th Annual General Meeting ("AGM") of the Members of Fusion Micro Finance Limited was held on Friday, September 29, 2023 at 11:00 A.M (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). As mentioned in the Notice, the AGM was deemed to be conducted at the Registered Office of the Company situated at H-1, C Block, Community Centre, Naraina Vihar, New Delhi-110028. The meeting was concluded at 11:22 A.M. (IST).

### **Directors, Key Managerial Personnel & Senior Managerial Personnel Present:**

Mr. Devesh Sachdev (Managing Director & Chief Executive Officer)  
Ms. Namrata Kaul, Independent Director (Chairperson of Audit Committee and Risk Management Committee)  
Ms. Ratna Dharashree Vishwanathan, Independent Director (Chairperson of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee)  
Mr. Pankaj Vaish, Independent Director (Chairman of IT Strategy Committee)  
Mr. Tarun Mehndiratta, Chief Operating Officer, MFI  
Mr. Kamal Kumar Kaushik, Chief Operating Officer, MSME  
Mr. Gaurav Maheshwari, Chief Financial Officer  
Mr. Deepak Madaan, Company Secretary & Chief Compliance Officer

### **Invitees:**

Mr. Munish Gaur, Director, M/s. Deloitte Haskins and Sells, Statutory Auditors  
Mr. Harish Kumar, Proprietor Harish Popli & Associates, Secretarial Auditor and Scrutinizer

### **Members Present:**

As per the attendance registered, 78 Members (other than Directors, KMPs & Senior Managerial Personnel who attended as above) were present in the meeting. Mr. Deepak Madaan, Company Secretary & Chief Compliance officer called the Meeting to order as requisite quorum was present and welcomed the Directors, KMPs, SMPs, Members and Invitees present in the meeting.

It was informed to the members that the Board of Directors of our company have elected Mr. Devesh Sachdev as Chairman of the meeting.

On behalf of the chairman of the meeting, Mr. Deepak Madaan introduced other Board Members, KMPs, Senior Management, Statutory Auditor and Secretarial Auditor, to the members of the company.

Thereafter, he informed the members that the company had provided the opportunity to all the members to cast their vote on the resolutions contained in the 29<sup>th</sup> AGM Notice, by means of remote e-voting which commenced on Tuesday, September 26, 2023 at 9:00 a.m. (IST) and closed on Thursday, September 28, 2023 at 5:00 p.m. (IST). The members who had not voted via remote e-voting and who were participating in the meeting had the opportunity to cast their votes during the meeting and thereafter for 15 minutes after the closure of this meeting, by way of e-voting by clicking the voting button "Cast your vote" which was appearing on your VC meeting screen.

All the requisite and relevant documents were available for electronic inspection by members during the Meeting.

It was further informed to the members that the Board of Directors had appointed Mr. Harish Kumar, Proprietor at Harish Popli & Associates as Scrutinizer to scrutinize the votes casted at the meeting and through remote e-voting and for ensuring that voting process is conducted in a fair and transparent manner.

With the consent of the members, the Notice convening the AGM, the Boards' Report, Auditor's Report and Secretarial Audit Report for the financial year ended March 31, 2023, were taken as read. It was further informed to the members that there were no qualifications in the Auditors' Reports on the Audited Financial Statements for the financial year ended March 31, 2023.

Further, the Chairman of the meeting updated the Members on the business highlights of the Company. Thereafter, the Chief Financial Officer updated the Members on the financial highlights of the Company. Further, the Company Secretary took up the following resolutions for member's approval:

S.No.	Agenda	Type of Resolution
<b>Ordinary Business</b>		
1.	Adoption of the Audited Financial Statements for the financial year ended March 31, 2023 and the report of the board of directors and auditors thereon.	Ordinary Resolution
2.	Appointment of Mr. Kenneth Dan Vander Weele (DIN: 02545813), who retires by rotation and being eligible, offers himself for reappointment	Ordinary Resolution
<b>Special Business</b>		
3.	Approval of the amendments in Articles of Association (AOA) of the company.	Special Resolution
4.	Increase the borrowing limit of the company and create charges etc on the movable properties of the company, both present and future in respect of borrowings under section 180(1) (c) and 180 (1) (a) of the Companies Act, 2013 up to Rs. 15,000 crores	Special Resolution

The Company Secretary then invited queries from the Members, who had registered themselves as speaker, however, it was informed by the moderator that no member had registered as speaker.

The Company Secretary informed the members that the results of the e-voting and remote e-voting will be announced on receipt of Scrutinizer's Report and the same will be placed on the company's website and on the website of our RTA, Link Intime India Private Limited. Further the same will also be submitted to the National Stock Exchange of India Limited and BSE Limited where the equity shares & securities of the Company are listed.

Thereafter, Mr. Deepak Madaan offered vote of thanks to the Chairman and conveyed his thanks to all the members, Directors, COO, CFO, Statutory Auditor, Secretarial Auditor and Scrutinizer, RTA - Link Intime India Private Limited for their assistance and participation in the meeting.

Further Mr. Deepak Madaan declared the meeting as concluded at 11:22 A.M (IST) with the permission of the Chairman of the meeting. The electronic voting option was kept open for 15 minutes after the conclusion of meeting to enable the members to cast their votes.

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

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