



Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

CIN : L65100DL1994PLC061287

Date: 08.06.2023

Letter No. FMFL/SEC/2023-24/SE-37

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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice dated June 08, 2023

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated June 08, 2023, seeking approval of the members of the Company, only by way of remote e-voting process for the resolutions as stated therein.

Postal Ballot Notice has been sent only through electronic mode to all the members who have registered their email addresses with the Depository Participants (DPs)/ M/s Link Intime India Private Limited (Company's Registrar and Share Transfer Agents or RTA) (LIPL) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, June 02, 2023 (Cut-off Date)**.

The remote e-voting facility will be available during the following period:

Start Date and Time	Friday, June 09, 2023 (09:00 A.M. IST)
Close date and Time	Saturday, July 08, 2023 (05:00 P.M. IST)

The Postal Ballot Notice is available on the Company's website at www.fusionmicrofinance.com

You are requested to take the same on your record.

For Fusion Micro Finance Limited

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



FUSION MICRO FINANCE LIMITED

(Formerly Fusion Micro Finance Private Limited)

CIN: L65100DL1994PLC061287

Registered office: H-1, C Block, Community Centre, Naraina Vihar, New Delhi-110028.

Corporate office: Plot No. 86, Institutional Sector 32, Gurugram-122001 Haryana

Email ID: deepak.madaan@fusionmicrofinance.com, companysecretary@fusionmicrofinance.com

Website: www.fusionmicrofinance.com Ph. : 0124-6910500/6910600

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

To,
The members,
Fusion Micro Finance Limited

Notice is hereby given pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), 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, 03/ 2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out in this notice are proposed to be passed by the Members of Fusion Micro Finance Limited ('the Company') by means of Postal Ballot, only by remote e-voting process ('remote e-voting' or 'e-voting').

The proposed resolutions along with the Explanatory Statement pursuant to Section 102(1), 110 and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent ('RTA')/Depository Participant(s). The communication of assent or dissent of the Members would take place only through the remote e-voting system and the hard copy of Postal Ballot Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot.

The Company has engaged the services of Link Intime India Private Limited ('LI IPL' or 'e-voting agency') as the agency to provide e-voting facility to the Members of the Company.

Shareholders/Members are requested to carefully read the instructions and procedures indicated in this Notice to cast their vote electronically. Postal ballot e-Voting Period is as follows:

Start Date and Time	Friday, June 09, 2023 (09:00 A.M. IST)
Close date and Time	Saturday, July 08, 2023 (05:00 P.M. IST)

Members whose names appear on the register of members / List of Beneficial owners as on the **cut-off date i.e., Friday, June 02, 2023** will only be considered eligible for the purpose of e-voting.

The Board of Directors of the Company has appointed Mr. Harish Kumar (Membership no. F11918), Proprietor of M/s. Harish Popli & Associates, Company Secretaries as Scrutinizer for conducting the postal ballot, through e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorised by him. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website www.fusionmicrofinance.com, and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>, on or before Monday, 10th July 2023. Further, the same shall be submitted to the stock exchanges on which the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results shall also be displayed for atleast three days on the Notice board of the company at its Registered office and its Head Office/Corporate Office.

The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., **Saturday, July 08, 2023.**

SPECIAL BUSINESS:

ITEM NO. 1. TO CONSIDER AND APPROVE THE AMENDMENTS IN ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force, if any), the consent of the members be and is hereby accorded for the adoption of the amended and restated articles of association of the Company.

RESOLVED FURTHER THAT Mr. Devesh Sachdev, Managing Director & CEO of the Company and Mr. Deepak Madaan, Company Secretary & Compliance Officer of the Company, be and are hereby jointly and severally authorized to give effect to the aforesaid resolution and to do all such other acts, deeds, matters and things execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions including but not limited to filing of necessary forms with the Registrar of Companies and any other regulatory authority (as required)."

ITEM NO.2. TO CONSIDER AND APPROVE THE REVISION OF REMUNERATION TO BE PAID TO MR. DEVESH SACHDEV, MANAGING DIRECTOR & CEO FOR THE PERIOD W.E.F. APRIL 1, 2023 TO DECEMBER 4, 2023.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of the resolution passed by the members of the Company in the meeting held on August 05, 2022 and in pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by any authority while granting such consent(s), approval(s) and permission(s), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company thereon, the consent of the members be and is hereby accorded to revise the remuneration to be paid to Mr. Devesh Sachdev, Managing Director & CEO of the Company, for his remaining tenure i.e. the period commencing from April 1, 2023 to December 04, 2023, as per following terms, on pro-rata basis:

- A. Annual Salary of INR 3.25 Crore (including perquisites)
- B. Annual Bonus upto INR 2.75 Crore
- C. He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
- D. He shall not be entitled for any sitting fees for attending the meetings of Board of Directors or Committees thereof.
- E. The office of Mr. Devesh Sachdev shall be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Devesh Sachdev, Managing Director & CEO of the company, shall be subject to the maximum permissible limits as prescribed in Section 196, 197, 198, 203 and all other applicable provisions read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT Mr. Devesh Sachdev, Managing Director & CEO and Mr. Deepak Madaan, Company Secretary & Compliance Officer of the Company be and are hereby Jointly and severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO.3: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. DEVESH SACHDEV (DIN: 02547111), AS MANAGING DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by any authority while granting such consent(s), approval(s) and permission(s), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company thereon, the consent of the members be and is hereby accorded for the re-appointment of Mr. Devesh Sachdev (DIN: 02547111) as Managing Director of the Company for the period of 5 (five) consecutive years commencing from December 05, 2023 to December 04, 2028 on the terms & conditions including remuneration as follows, on pro-rata basis:

- A. Annual salary of INR 3.25 Crore (including perquisites)
- B. Annual Bonus upto INR 2.75 Crore,
- C. He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
- D. He shall not be entitled for any sitting fees for attending the meetings of Board of Directors or Committees thereof.
- E. The office of Mr. Devesh Sachdev shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise the entire remuneration payable (i.e. annual salary including perquisites, and bonus) to Mr. Devesh Sachdev, Managing Director & CEO of the Company, upto 25% every financial year, including the remuneration payable w.e.f. 01st April, 2024 onwards, during his tenure with the Company for such quantum, periodicity, and intervals as determined by the Board.

RESOLVED FURTHER THAT the remuneration payable to Mr. Devesh Sachdev, Managing Director & CEO of the Company, shall be subject to the maximum permissible limits as prescribed in Section 196, 197, 198, 203 and all other applicable provisions read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT Mr. Devesh Sachdev, Managing Director & CEO and Mr. Deepak Madaan, Company Secretary & Compliance Officer of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM NO. 4. TO CONSIDER AND APPROVE THE CHANGE IN THE TERMS OF APPOINTMENT OF MR. KENNETH DAN VANDER WEELE (DIN: 02545813), NOMINEE DIRECTOR, MAKING HIS OFFICE LIABLE TO RETIRE BY ROTATION.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial modification of the resolution passed by the members of the Company in their meeting held on August 12, 2016 regarding the appointment of Mr. Kenneth Dan Vander Weele and pursuant to provision of Section 152 and Section 161 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force, if any), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company thereon, the consent of the members, be and is hereby accorded to amend the terms of appointment of Mr. Kenneth Dan Vander Weele (DIN: 02545813), Nominee Director (nominee of Creation Investments Fusion, LLC & Creation Investments Fusion II, LLC), by making his office liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Devesh Sachdev, Managing Director & CEO and Mr. Deepak Madaan, Company Secretary & Compliance Officer of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM NO. 5. TO CONSIDER AND APPROVE THE CHANGE IN THE TERMS OF APPOINTMENT OF MR. NARENDRA OSTAWAL (DIN: 06530414), NOMINEE DIRECTOR, MAKING HIS OFFICE LIABLE TO RETIRE BY ROTATION.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial modification of the resolution passed by the members of the Company in their meeting held on December 05, 2018 regarding the appointment of Mr. Narendra Ostawal, and pursuant to provision of Section 152 and Section 161 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force, if any), as recommended by Nomination & Remuneration

Committee and approved by the Board of Directors of the Company, the consent of the members be and is hereby accorded to amend the terms of appointment of Mr. Narendra Ostawal (DIN: 06530414) Nominee Director (nominee of Honey Rose Investment Ltd), by making his office liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Devesh Sachdev, Managing Director & CEO and Mr. Deepak Madaan, Company Secretary & Compliance Officer of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By Order of the Board of Directors

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

Sd/-
Deepak Madaan
Company Secretary & Compliance Officer
Membership No. A24811

Date: 08.06.2023

Place: Gurugram

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of the business as set out in the Notice is annexed hereto.
2. In compliance with MCA circulars, the Company will send Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Depository Participants (DPs)/ M/s Link Intime India Private Limited (Company's Registrar and Share Transfer Agents or RTA) (LIPL) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, June 02, 2023 (Cut-off Date)**. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website www.fusionmicrofinance.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> **on or before Monday, 10th July 2023**. Further, the same shall be submitted to the stock exchanges on which the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results shall also be displayed for atleast three days on the Notice board of the company at its Registered office and its Head Office/Corporate Office.
4. In accordance with the MCA circulars, the Company has made arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same with the Depository Participants (DPs), if the shares are held in electronic form.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules and in compliance with Regulation 44 of the Listing Regulations as amended from time to time, the Company has arranged to provide remote e-voting facility to all the members of the Company. The Company has appointed Link Intime India Private Limited (hereinafter referred to as "LIPL") for providing remote e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
6. The e-voting facility will be available only during the e-voting period which will commence on **Friday, June 09, 2023 (09:00 A.M. IST) and ends on Saturday, July 08, 2023 (05:00 P.M. IST)**. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
8. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date i.e. **Friday, June 02, 2023**.
9. The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., **Saturday, July 08, 2023**.
10. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
11. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same. Further the said Resolution/Authorization shall also be sent to the Scrutinizer by email through its registered email address to service@harishpopliandassociates.com with a copy marked to companysecretary@fusionmicrofinance.com on an immediate basis
12. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. i.e. Saturday, July 08, 2023. Any member seeking to inspect can send an e-mail to the Company at companysecretary@fusionmicrofinance.com with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.

13. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Link Intime India Private Limited . All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s. Link Intime India Private Limited
Noble Heights, 1st Floor, Plot No. NH 2,
LSC, C-1 Block, Near Savitri Market,
Janakpuri, New Delhi-110058

Tel: 011 - 4141 0592/93

Telefax: 011 - 4141 0591

Email: delhi@linkintime.co.in

14. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Help section of <https://instavote.linkintime.co.in> In case of any grievances connected with facility for voting by electronic means, please contact Mr. Rajiv Ranjan, Assistant Vice President - e-Voting, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Email: rajiv.ranjan@linkintime.co.in. or enotices@linkintime.co.in Tel: +91 22 - 49186000.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Procedure for procuring User ID and Password for e-voting for those shareholders whose email/mobile no. are not registered with the company

Shareholders are requested to update their email id & mobile no. with respective Depository Participant (DP).

If you have any queries or issues regarding e-Voting from the Link Intime India Private Limited, you can write an email to rajiv.ranjan@linkintime.co.in or delhi@linkintime.co.in or contact at 011 - 4141 0592/93.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, Assistant Vice President - e-Voting, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083, Email: rajiv.ranjan@linkintime.co.in. or enotices@linkintime.co.in, Tel: +91 22 – 49186000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1

The board of directors in their meeting dated May 22, 2023, subject to the approval of members, adopted the amended and restated Articles to align the articles with the requirements of the provisions of the Companies Act 2013 ("**Act 2013**"), Secretarial Standards issued by ICSI ("**SS**") and other applicable laws and also to delete the provisions the "Part-B" of the AOA as the same are inoperative post listing of the equity shares of the Company. A copy of the Articles of Association of the Company together with the proposed alteration is available for inspection by the members of the Company without any fee from the date of circulation of this Notice up to the last date of remote e-voting. Member may inspect the same in the manner as mentioned in 'Notes' section forming part of this Notice.

Accordingly, consent of the members is sought for passing Special Resolution as set out at Item No. 1 of the Notice.

None of the directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

ITEM NO.2

The Board of Directors of the Company in its meeting held on May 22, 2023, on the basis of recommendation of Nomination and Remuneration Committee, subject to approval of members, and considering the contribution made by him for the growth of the Company, has proposed to revise the remuneration for his remaining tenure i.e. from April 1, 2023 to December 4, 2023, as set out in the proposed resolution no. 2 as above.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice.

None of the Director, Key Managerial Personnel of the Company or their respective relatives except Mr. Devesh Sachdev, Managing Director & CEO of the Company is concerned or interested in passing the Resolution set out above except to the extent of their shareholding in the Company.

ITEM NO.3

The Company at its Extra Ordinary General Meeting held on December 05, 2018 had appointed Mr. Devesh Sachdev (DIN: 02547111) as Managing Director of the Company for a period of 5 (Five) years with effect from December 5, 2018 to December 4, 2023. The Members are also informed that in terms of the provisions of Section 196, 197 of the Companies Act, 2013 ("the Act") read with rules made thereunder, a Managing Director can be re-appointed within a period of 1 year before the expiry of the term of the Managing Director.

Further, the Board of Directors of the Company in its meeting held on May 22, 2023, on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of members, has approved the re-appointment of Mr. Devesh Sachdev (DIN: 02547111) as Managing Director of the Company, liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from December 05, 2023 to December 04, 2028 under the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time, and subject to such consent(s), approval(s) and permission(s), on the terms & conditions including payment of remuneration as set out in the proposed resolution no. 3 as above.

The details of Mr. Devesh Sachdev, Managing Director of the Company, as required to be given pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 and SS-2, issued by the ICSI are provided in the "**Annexure-A**".

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Director, Key Managerial Personnel of the Company or their respective relatives except Mr. Devesh Sachdev, Managing Director & CEO of the Company is concerned or interested in passing the Resolution set out above except to the extent of their shareholding in the Company.

ITEM NO.4 & ITEM NO. 5

The Member of the Company are informed that pursuant to Section 152(6) of Companies Act, 2013, atleast 2/3rd number of directors are liable to retire by rotation every year (hereinafter referred as "Rotational Directors"), whereby Independent Directors are not liable to retire by rotation, so they shall not be counted while calculating rotational directors. Further, 1/3rd

of the rotational directors shall retire at every Annual General Meeting (AGM). The retired directors can be re-appointed by shareholders in the same AGM.

Further, the Members of the Company are informed that as per the existing terms, the office of Mr. Kenneth Dan Vander Weele (DIN: 02545813) (nominee of Creation Investments Fusion, LLC & Creation Investments Fusion II, LLC) and Mr. Narendra Ostawal (DIN: 06530414), (nominee of Honey Rose Investment Ltd), is not liable to retire by rotation.

Accordingly, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on May 22, 2023, and subject to the approval of members, it is proposed to revise the terms of appointment of Mr. Kenneth Dan Vander Weele and Mr. Narendra Ostawal, Nominee Directors by making their office liable to retire by rotation.

Accordingly, consent of the members is sought for passing Ordinary Resolutions as set out at Item No. 4 and Item no 5 of the Notice.

None of the Director, Key Managerial Personnel of the Company or their respective relatives except Mr. Kenneth Dan Vander Weele in Item no. 4 and Mr. Narendra Ostawal in Item no. 5, are concerned or interested in passing the Resolution set out above except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Fusion Micro Finance Limited
(Formerly Fusion Micro Finance Private Limited)**

**Sd/-
Deepak Madaan
Company Secretary & Compliance Officer
Membership No. A24811**

**Date: 08.06.2023
Place: Gurugram**

“ANNEXURE A”

Details of director seeking re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India on General Meetings.

BRIEF PROFILE:

Devesh Sachdev is the Managing Director and CEO of our Company. He completed his post-graduate certificate in Logistics and Supply Chain Management from XLRI, Jamshedpur and completed the HBS Accion Program on Strategic Leadership in Inclusive Finance from Harvard Business School, USA. He has over 27 years of experience in service industry sector and has in the past held various positions with Citicorp Credit Services India Limited, Samarth Financial Consultancy Private Limited, BSA Logistics Private Limited. He is also the Chairperson of the governing board of the Microfinance Institutions Network, an industry association.

OTHER INFORMATION

Name of the Director	Mr. Devesh Sachdev
Age	50 years
Date of first appointment on the Board	05/11/2009
Qualifications	Post Graduate from XLRI
Experience and Expertise	27 years of experience in service industry sector
Number of Meetings of the Board attended during the year	9 out of 9 meetings
List of Directorship in Companies (Other than Fusion Micro Finance Limited)	Aagaz Development Foundation (Formerly Fusion Saksham Development Foundation)
Chairman / Member of the Committees of the Board of Directors of Companies (Other than Fusion Micro Finance Limited) in which he is a Director	Nil
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years	Nil
Shareholding in the company	4.87%
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and Conditions of appointment or reappointment along with remuneration sought to be paid are provided in the resolution set out in the Item no. 3 of the Notice. Remuneration last drawn: Gross Salary of INR 2.75 Crores (including perquisites) & variable bonus of INR 2.25 Crore paid during the financial year 2022-23.