



# Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

**Letter No. FMFL/SEC/2024-25/SE-21**

**Date: 10.05.2024**

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	Scrip Code: 543652

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice dated May 10, 2024.**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated **May 10, 2024**, 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, May 03, 2024 (Cut-off Date)**.

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

<b>Start Date and Time</b>	<b>Saturday, May 11, 2024 (09:00 A.M. IST)</b>
<b>Close date and Time</b>	<b>Sunday, June 09, 2024 (05:00 P.M. IST)</b>

The Postal Ballot Notice is available on the Company's website at [www.fusionmicrofinance.com](http://www.fusionmicrofinance.com)

You are requested to take the same on your record.

**For Fusion Micro Finance Limited**

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



**FUSION MICRO FINANCE 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 Companies (Management and Administration) Rules, 2014, each as amended]**

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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 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:

<b>Start Date and Time</b>	<b>Saturday, May 11, 2024 (09:00 A.M. IST)</b>
<b>Close date and Time</b>	<b>Sunday, June 09, 2024 (05:00 P.M. IST)</b>

Members whose names appear on the register of members / List of Beneficial owners as on the **cut-off date i.e., Friday, May 03, 2024** 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 remote 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 e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website

[www.fusionmicrofinance.com](http://www.fusionmicrofinance.com), and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>, on or before **Tuesday, June 11, 2024**. 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](http://www.bseindia.com) and [www.nseindia.com](http://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 **Sunday, June 09, 2024**.

**SPECIAL BUSINESS:**

**ITEM NO. 1. TO CONSIDER AND APPROVE THE CHANGE IN THE NAME OF THE COMPANY FROM “FUSION MICRO FINANCE LIMITED” TO “FUSION FINANCE LIMITED”.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to approval of Reserve Bank of India or Ministry of Corporate Affairs and/ or any other regulatory or statutory authority (“the Authority”) as may be necessary, the approval of the shareholders of the Company be and is hereby accorded to change the name of the Company from **‘Fusion Micro Finance Limited’** to **‘Fusion Finance Limited’**.

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted by the following new Clause I:

- I. The Name of the company is **‘Fusion Finance Limited’**.

**RESOLVED FURTHER THAT**, the Memorandum of Association and Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** Mr. Devesh Sachdev, Managing Director & CEO of the Company and Mr. Deepak Madaan, Company Secretary & Chief Compliance Officer of the Company, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, Reserve Bank of India, or any other regulatory or statutory authorities, make the necessary applications for the approval of the change in name as aforesaid and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders.”

**ITEM NO. 2. TO CONSIDER AND APPROVE THE COMMISSION TO BE PAID TO THE INDEPENDENT DIRECTORS TOWARDS THE BOARD MEETINGS AND COMMITTEE(S) MEETINGS.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and Regulation 17(6) 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 shareholders be and is hereby accorded for the payment and distribution of commission, up to Rs 7.5 Lacs per annum (not exceeding 1% of the net profits of the Company per annum), to each Independent Director of the Company, for a period of 5 financial years, including for the financial year 2023-24, in such manner and up to such extent as the Board of Directors of the Company may, determine from time to time.

**“RESOLVED FURTHER THAT** the above commission shall be in addition to sitting fees for attending the meetings of the Board and/or other committee meetings, being paid to the Independent Directors.

**“RESOLVED FURTHER THAT** Mr. Devesh Sachdev, Managing Director & CEO and Mr. Deepak Madaan, Company Secretary & Chief Compliance Officer of the Company be and are hereby 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**

**Sd/-**

**Deepak Madaan**

**Company Secretary & Chief Compliance Officer**

**Membership No. A24811**

**Date: 10.05.2024**

**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, May 03, 2024 (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](http://www.fusionmicrofinance.com) and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> on or before **Tuesday, June 11, 2024**. 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](http://www.bseindia.com) and [www.nseindia.com](http://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 **Saturday, May 11, 2024 (09:00 A.M. IST)** and ends on **Sunday, June 09, 2024 (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, May 03, 2024**.
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., **Sunday, June 09, 2024**.
10. After sending the notice of Postal Ballot through email, an advertisement 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 members (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](mailto:service@harishpopliandassociates.com) with a copy marked to [companysecretary@fusionmicrofinance.com](mailto: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. **Sunday, June 09, 2024**. Any member seeking to inspect can send an e-mail to the Company at [companysecretary@fusionmicrofinance.com](mailto: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](mailto: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](mailto:rajiv.ranjan@linkintime.co.in). or [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) Tel: +91 22 - 49186000.

## Remote e-Voting Instructions for members:

---

As per the SEBI circular dated December 9, 2020, individual members 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 members holding securities in demat mode is given below:**

1. Individual Members 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 Members 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](http://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](http://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](http://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 Members (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 members holding securities in physical form/ Non-Individual Members holding securities in demat mode is given below:**

Individual Members of the company, holding shares in physical form / Non-Individual Members 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:**

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

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members 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.

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

*\*Members 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 members:**

Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL 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 Members holding securities in physical mode/ Institutional members:**

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

**Helpdesk for Individual Members holding securities in demat mode:**

Individual Members 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 Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**Individual Members holding securities in Physical mode has forgotten the password:**

If an Individual Members 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 members is having valid email address, Password will be sent to his / her registered e-mail address. Members 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 Members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Members 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 members/ 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, members/ 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 members whose email/mobile no. are not registered with the company**

Members 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](mailto:rajiv.ranjan@linkintime.co.in) or [delhi@linkintime.co.in](mailto: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](mailto:rajiv.ranjan@linkintime.co.in). or [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in), Tel: +91 22 – 49186000.

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

### **ITEM NO.1**

Members may note that Fusion Micro Finance Limited is evolving and growing at a steady pace in its endeavor to provide financial services to unserved/underserved population. With the expanding needs of our customers, the company plans to provide a more diverse range of financial products to our existing and adjacent clientele. Diversification of asset class will help in making the business more resilient. The recent regulatory changes where non-Microfinance portfolio can be 25%, compared to 15% earlier, has also created a conducive environment. Therefore, to capture this vision and to be viewed as a holistic financial services organization, a change in the company's name is essential. The inclusion of the word "Microfinance" in the company's name may present a restrictive view of our proposed product offerings and inhibit the company from acquiring new customers in other segments. We also believe that removing "Microfinance" from the company name will not impact our current customer segment or impact the core business. Therefore, it is proposed to change the company's current name from "Fusion Micro Finance Limited" to "Fusion Finance Limited" (the proposed name). The company remains committed to the microfinance business and will continue to maintain the minimum 75% criteria of "qualifying assets".

Further, the members may note that Subject to the approval of the Members of the Company by way of Special Resolution, Reserve Bank of India or Ministry of Corporate affairs and/ or any other regulatory or statutory authority ("the Authority") as may be required under applicable laws, the Board has approved the change in name of the Company from "**Fusion Micro Finance Limited**" to "**Fusion Finance Limited**" along with the consequential amendments required to be made in the Memorandum of Association and Articles of Association of the Company in its meeting held on **May 06, 2024**,

Members of the Company are hereby informed that the Company have received the prior approval of Reserve Bank of India in regard to the proposed change of name of the company. Further, the company have also received the reservation of new name i.e. Fusion Finance Limited from Central Registration Centre ("CRC"), Ministry of Corporate Affairs, vide its letter dated April 30, 2024.

The members may further note that the proposed name is aligned with the objects, brand and business activities of the company and the company has not changed its name in last one year. Furthermore, it may also be noted that the Company is in compliance with the provisions of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circular No. CIR/MRD/DP/07/2011 dated June 16, 2011, SEBI Circular No. SEBI/MRD/Policy/AT/Cir-20/2004 dated April 30, 2004, issued in regard to change in name of the company. The members may further note that, as per the RBI Master Direction – RBI (Regulatory Framework for Microfinance Loans) Directions, 2022 dated March 14, 2022, the Company being an NBFC-MFI is required to have minimum 75 per cent of its net assets as 'qualifying assets' i.e. 'Microfinance Loans'. The company adheres with the same and will continue to do so in future.

Further, the certificate obtained from M/s CADS & Company, Chartered Accountants, (Firm registration number 026573N) dated May 10, 2024 as per Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations, along with the draft copy of Memorandum of Association and Articles of Association of the Company bearing the proposed new name of the company, 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 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.

### **ITEM NO.2**

With the enhanced Corporate Governance requirements under the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI Regulations, as amended from time to time, coupled with the size, complexity, the roles and responsibilities of the Board, particularly Independent Directors have become more onerous, requiring greater time commitments, attention and a higher level of oversight.

In view of the above, the Board in its meeting held on **May 06, 2024** and on the recommendation of Nomination and Remuneration Committee, and subject to the approval of the Members, approved the payment of commission, up to Rs 7.5 Lacs per annum (not exceeding 1% of the net profits of the Company per annum), to each Independent Director of the Company, for a period of 5 financial years, including for the financial year 2023-24, in such manner and up to such extent as the Board of Directors of the Company may, determine from time to time.

According to the provisions of Regulation 17(6) of the Listing Regulations, all fees/compensation payable to Independent Directors, except sitting fees for attending meetings of the Board or Committees thereof, shall require prior approval of the Members of the Company.

The above-said commission will be in addition to the sitting fees payable to the Independent Directors for attending the meetings of the Board or Committees thereof and reimbursement of expenses, if any, for attending the Board and Committee meetings. Further, the above-said commission shall be determined by the Board of Directors, based on the Corporate Governance of the Company.

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

None of the other Directors, Key Managerial Personnel of the Company, or their relatives, except Independent Directors and their relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board of Directors  
For Fusion Micro Finance Limited**

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

**Date: 10.05.2024  
Place: Gurugram**