



Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

Date: 28.03.2023

Letter No. FMFL/SEC/2022-23/SE-143

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 of Voting Results of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In reference to the Postal Ballot notice dated February 24, 2023 and in compliance with the provisions of Regulation 44(3), other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 read with Rules and Regulations 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 March 28, 2023, 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.

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

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

FUSION MICRO FINANCE LIMITED	
Voting Results (Postal Ballot by way of remote e-voting)	
Date of AGM/EGM	Not Applicable (Resolutions Passed through Postal Ballot on March 26, 2023)
Total number of shareholders on record date (i.e February 17, 2023)	37,532
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable (Resolutions Passed through Postal Ballot on March 26, 2023)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable (Resolutions Passed through Postal Ballot on March 26, 2023)

AGENDA-WISE DISCLOSURES

Resolution Required : (Special)		1 - TO APPROVE THE RATIFICATION OF FUSION EMPLOYEE STOCK OPTION PLAN 2016 AS PER SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	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
			[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	68611216	68400716	99.6932	68400716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68400716	99.6932	68400716	0	100.0000	0.0000
Public Institutions	E-Voting	19142159	13383272	69.9152	7656429	5726843	57.2089	42.7911
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13383272	69.9152	7656429	5726843	57.2089	42.7911
Public Non Institutions	E-Voting	12877360	751304	5.8343	751201	103	99.9863	0.0137
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		751304	5.8343	751201	103	99.9863	0.0137
Total		100630735	82535292	82.0180	76808346	5726946	93.0612	6.9388

Resolution Required : (Special)		2 - TO APPROVE THE FUSION EMPLOYEE STOCK OPTION PLAN 2023						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	68611216	68400716	99.6932	68400716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68400716	99.6932	68400716	0	100.0000	0.0000
Public Institutions	E-Voting	19142159	13383272	69.9152	7656429	5726843	57.2089	42.7911
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13383272	69.9152	7656429	5726843	57.2089	42.7911
Public Non Institutions	E-Voting	12877360	751304	5.8343	751161	143	99.9810	0.0190
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		751304	5.8343	751161	143	99.9810	0.0190
Total		100630735	82535292	82.0180	76808306	5726986	93.0612	6.9388

Resolution Required : (Special)		3 - TO APPROVE THE WINDING UP OF FUSION MICRO FINANCE LIMITED EMPLOYEE STOCK OPTION PLAN 2014 (ESOP PLAN 2014), AFTER TRANSFER OF REMAINING SHARES UNDER ESOP PLAN 2014, IF ANY, TO FUSION EMPLOYEE STOCK OPTION PLAN 2023						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	68611216	68400716	99.6932	68400716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68400716	99.6932	68400716	0	100.0000	0.0000
Public Institutions	E-Voting	19142159	13383272	69.9152	7383790	5999482	55.1718	44.8282
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13383272	69.9152	7383790	5999482	55.1718	44.8282
Public Non Institutions	E-Voting	12877360	751304	5.8343	751161	143	99.9810	0.0190
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		751304	5.8343	751161	143	99.9810	0.0190
Total		100630735	82535292	82.0180	76535667	5999625	92.7308	7.2692

Resolution Required : (Special)		4 - TO APPROVE THE PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARE BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER FUSION EMPLOYEE STOCK OPTION PLAN 2016 AND UNDER FUSION EMPLOYEE STOCK OPTION PLAN 2023						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	68611216	68400716	99.6932	68400716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68400716	99.6932	68400716	0	100.0000	0.0000
Public Institutions	E-Voting	19142159	13383272	69.9152	7244462	6138810	54.1307	45.8693
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13383272	69.9152	7244462	6138810	54.1307	45.8693
Public Non Institutions	E-Voting	12877360	751304	5.8343	751161	143	99.9810	0.0190
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		751304	5.8343	751161	143	99.9810	0.0190
Total		100630735	82535292	82.0180	76396339	6138953	92.5620	7.4380



To,
The Chairman
Fusion Micro Finance Limited
Registered Office: H-1, C Block, Community Centre, Naraina Vihar,
New Delhi -110028.

SCRUTINIZER'S REPORT

Dear Sir,

The Board of Directors of **Fusion Micro Finance Limited ("the Company")** in their meeting held on **Saturday, February 11, 2023** 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 obligation 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 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 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 and 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 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 **24th February 2023**:

Resolution No.	Nature of Resolution	Particulars
1	Special Resolution	To approve the ratification of Fusion Employee Stock Option Plan, 2016 as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
2	Special Resolution	To approve the Fusion Employee Stock Option Plan, 2023
3	Special Resolution	To approve the winding up of Fusion Micro Finance Limited Employee Stock Option Plan, 2014 (ESOP Plan 2014), after transfer of remaining shares under ESOP Plan 2014, if any, to Fusion Employee Stock Option Plan, 2023
4	Special Resolution	To approve the provision of money by the Company for purchase of its own share by the trust/ trustees for the benefit of employees under Fusion Employee Stock Option Plan, 2016 and under Fusion Employee Stock Option Plan 2023

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 24th February 2023, based on the report generated from the e-voting system provided by **Link Intime India Private Limited ("LIPL")**, the authorized agency

Harish Popli & Associates

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Email ID: service@harishpopliandassociates.com, pcs.harishpopli@gmail.com

Web site: www.hpafcs.com

Registered Office: 1st Floor, 599/15, Patel Nagar, Kanwar Complex, Maharaja Jassa Singh Ramgarhia Marg, Panipat, Haryana, 132103





appointed by the Company for providing postal ballot e-voting facilities through its "instavote" platform at the URL: <https://instavote.linkintime.co.in> till the time fixed for closing of the remote e-voting process i.e. 5:00 PM (IST) on Sunday, the 26th March, 2023.

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 **24th February 2023**, completed the dispatch of Notice to its members via email through LIPL 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., **Friday, 17th February, 2023**. Total shareholders of the Company as on the cut-off date was 37,532. 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 was 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 Mint (English) and Hindustan Delhi (Hindi), newspapers on February 25, 2023 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 LIPL have been entered in a computerized register separately maintained for the purpose.
5. All casting of votes electronically through LIPL portal up to the close of working hours i.e. **5:00 PM (IST) on 26th March, 2023**, 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 Monday, March 27, 2023, at 7:22 A.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 LIPL in respect of voting through remote e-voting
8. A summary of the postal ballot votes casted electronically are given below:

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Item No -1- Result of Postal ballot – Special Resolution – Approval of the ratification of Fusion Employee Stock Option Plan 2016 as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	139
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	139
d)	Total Number of votes cast	8,25,35,322
e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	30
f)	Valid No of votes cast (Net)	8,25,35,292
g)	Total no of e-votes with assent for the Resolution	7,68,08,346
h)	Total no of e-votes with dissent for the Resolution	57,26,946
i)	% of Total e-votes cast in favor of the resolution	93.06
j)	% of Total e-votes cast against the resolution	6.94

Item No -2- Result of Postal ballot – Special Resolution – Approval of the Fusion Employee Stock Option Plan, 2023

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	139
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	139
d)	Total Number of votes cast	8,25,35,322
e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	30
f)	Valid No of votes cast (Net)	8,25,35,292
g)	Total no of e-votes with assent for the Resolution	7,68,08,306

Harish Popli & Associates
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h)	Total no of e-votes with dissent for the Resolution	57,26,986
i)	% of Total e-votes cast in favor of the resolution	93.06
j)	% of Total e-votes cast against the resolution	6.94

Item No -3- Result of Postal ballot – Special Resolution – Approval for the winding up of Fusion Micro Finance Limited Employee Stock Option Plan, 2014 (ESOP Plan 2014), after transfer of remaining shares under ESOP Plan 2014, if any, to Fusion Employee Stock Option Plan 2023.

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	139
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	139
d)	Total Number of votes cast	8,25,35,322
e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	30
f)	Valid No of votes cast (Net)	8,25,35,292
g)	Total no of e-votes with assent for the Resolution	7,65,35,667
h)	Total no of e-votes with dissent for the Resolution	59,99,625
i)	% of Total e-votes cast in favor of the resolution	92.73
j)	% of Total e-votes cast against the resolution	7.27

Item No -4- Result of Postal ballot –Special Resolution – Approval for the provision of money by the Company for purchase of its own share by the trust/ trustees for the benefit of employees under Fusion Employee Stock Option Plan, 2016 and under Fusion Employee Stock Option Plan, 2023

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	139
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	139
d)	Total Number of votes cast	8,25,35,322

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e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	30
f)	Valid No of votes cast (Net)	8,25,35,292
g)	Total no of e-votes with assent for the Resolution	7,63,96,339
h)	Total no of e-votes with dissent for the Resolution	61,38,953
i)	% of Total e-votes cast in favor of the resolution	92.56
j)	% of Total e-votes cast against the resolution	7.44

7. I would like to inform you that all the above Special Resolution(s) at Item No 1, 2, 3 & 4 of the Notice dated **24th February, 2023** have been passed with requisite majority. You may accordingly declare the result of the postal ballot conducted through remote E-voting process.
8. The relevant records shall be handed over to **Mr. Deepak Madaan, Company Secretary & Compliance Officer** for safe keeping in compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22(11) of Companies (Management and Administration) Rules 2014.

Thanking you.
Yours faithfully


CS Harish Kumar
FCS: 11918, COP-22475
Scrutinizer
Harish Popli And Associates
Company Secretaries
UDIN NO: F011918D003330871



Place: New Delhi
Date: March 28, 2023

Harish Popli & Associates
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