



Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

Date: 17.02.2023

Letter No. FMFL/SEC/2022-23/SE-127

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 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of Voting Results along with Scrutinizer Report of Extra-Ordinary General Meeting of the Company

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we hereby submit the voting results (includes remote e-voting and e-voting at EGM) along with Scrutinizer Report of the Extra-Ordinary General Meeting of the Company held on Thursday, February 16, 2023 at 01.00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). As per the Scrutinizers' Report received, the resolutions as set out in the Notice of EGM, were passed with requisite majority.

Further, the transcript of the Extra-Ordinary General Meeting, is available on the Company's website at below link : <https://fusionmicrofinance.com/general-meetings/>

Kindly take the same on your record.

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

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



Consolidated Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

**To,
The Chairman
Extra Ordinary General Meeting of the Members of
Fusion Micro Finance Limited
Held on Thursday, February 16, 2023 at 1:00 PM,
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

Sub: Scrutinizer's Report on voting through remote e-voting and e-voting at Extra-Ordinary General Meeting ("EGM") conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

I, **CS Harish Kumar**, Company Secretary in Practice & Proprietor of **M/s Harish Popli & Associates** having Registered Office at **D-118, 2nd Floor, Fateh Nagar, Jail Rd, Tilak Nagar, Delhi, 110018** was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on **January 23, 2023** for the purpose of scrutinizing the process of voting through electronic means on the Resolutions contained in the Notice of Extra-Ordinary General Meeting dated **January 25, 2023** ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 June 23, 2021 and December 8, 2021 respectively, issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India for the **Extra-Ordinary General Meeting ("EGM")** of the members of the Company held on **Thursday, February 16, 2023 at 1.00 PM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**.

Harish Popli & Associates
Registered office: D118, 2nd Floor, Fateh Nagar, Jail Rd, Tilak Nagar, Delhi, 110018
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1. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) Process of e-voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM ("remote e-voting"); and
- (ii) Process of e-voting at the EGM through electronic voting system ("e-voting").

(iii) The EGM was convened for passing the following **Resolutions**:

Resolution No(s).	Particulars	
1.	Special Resolution	To approve the re-appointment of Ms. Namrata Kaul, (DIN: 00994532) as an Independent Director of the Company for second term of five consecutive years
2.	Special Resolution	To approve the re-appointment of Ms. Ratna Dharashree Vishwanathan, (DIN: 07278291) as an Independent Director of the Company for second term of three consecutive years

Management Responsibility:

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-voting process on the resolutions contained in the Notice of EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer Responsibility:

3. My responsibility as Scrutinizer for E-Voting process (i.e. remote E-Voting and E-Voting at EGM) is restricted to ensuring that the e-voting process is conducted in a fair and transparent manner and making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated through scrutinizer's secured link from the E-Voting system provided by **Link Intime India Private Limited ("LI IPL")** through its "instavote" platform at the URL: <https://instavote.linkintime.co.in>, the agency engaged by the Company to provide E-voting facility.

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Cut-off Date & Dispatch of Notice:

4. The Company had engaged the services of LIPL to provide secured system for remote e-voting to the shareholders to vote on resolution through the remote e-voting & e-voting at meeting. The Company had on January 25, 2023 completed the dispatch of Notice to its members through email to members whose email ID were registered with the Depositories / Company and/or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **Thursday, February 09, 2023**. Total shareholders of the Company as on the cut-off date were **37,133**.

5. Remote E-voting Process:

The remote e-voting period remained open on **Monday, February 13, 2023 at 09:00. a.m. (IST) and ended on Wednesday, February 15, 2023 at 5:00 p.m. (IST)**. Votes casted electronically up to **5:00 p.m. Wednesday, March 15, 2023**, being the last date and time fixed by the Company, was considered for my scrutiny. Remote e-voting facility was blocked forthwith thereafter.

6. E-voting process at the EGM:

- a. In view of the situation arising due to COVID-19 global pandemic, the EGM of the Company was conducted as per the guidelines issued by the MCA vide General Circular 14/2020, 17/2020, 22/ 2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 June 23, 2021 and December 8, 2021 respectively through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members have attended and participated in the EGM through VC/OAVM. The facility of participation at the EGM through VC/OAVM was made available for members on first come-first served basis excluding large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, who were allowed to attend the EGM without restriction on account of first come- first served basis.
- b. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by LIPL under my instructions.

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7. The e-votes cast were unblocked by me in the presence of **2 (Two)** witnesses namely **(1) Mr. Abhijeet Chaudhary** **(2) Ms. Monika** who are not in the employment of the Company and acted as witnesses.
8. Thereafter, the details containing *inter-alia*, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of LIPL.

Based on report generated from the e-voting website of LIPL i.e. remote e-voting and e-voting at EGM, the consolidated report on the result of voting on Resolutions are given hereunder:

Item No -1 – Special Resolution

APPROVAL OF THE RE-APPOINTMENT OF MS. NAMRATA KAUL, AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS

I. Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	90	5,18,35,171	99.9998
e-voting at EGM	10	49,31,790	100
Total	100	5,67,66,961	99.9998

II. Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	2	120	0.0002
e-voting at EGM	0	0	0
Total	2	120	0.0002

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III. Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	0	0
e-voting at EGM	0	0
Total	0	0

Item No -2- Special Resolution

APPROVAL OF THE RE-APPOINTMENT OF MS. RATNA DHARASHREE VISHWANATHAN, AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF THREE (3) CONSECUTIVE YEARS

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	90	5,18,35,171	99.9998
e-voting at EGM	10	49,31,790	100
Total	100	5,67,66,961	99.9998

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I. Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	2	120	0.0002
e-voting at EGM	0	0	0
Total	2	120	0.0002

II. Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	0	0
e-voting at EGM	0	0
Total	0	0

9. The Register, all other papers and relevant records relating to remote e-voting and e-voting at the EGM shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid EGM and thereafter the same will be handed over to the Company Secretary for safe keeping.

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10. I would like to inform you that the Resolution(s) as contained in the Notice dated **January 25, 2023** have been passed with requisite majority i.e. **Resolutions No. 1, and 2 as Special Resolutions.** You may accordingly declare the result of the voting through remote e-voting and e-voting at EGM.

Thanking you.
Yours faithfully,

A handwritten signature in black ink, appearing to read 'Harish Popli', is written over the 'Yours faithfully,' text.



CS Harish Kumar

FCS: 11918, COP- 22475

Scrutinizer

Proprietor : Harish Popli & associates

UDIN NO: F011918D003162406

Place: New Delhi

Date: February 16, 2023



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Voting Results	
Date of Extra Ordinary General Meeting	February 16, 2023
Total No. of Shareholders as on Cut-off Date	37133
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	-
- Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	55
- Promoters and Promoter Group:	4
- Public:	51

Fusion Micro Finance Limited

Resolution Required : Special Resolution			1 - TO APPROVE THE RE-APPOINTMENT OF MS. NAMRATA KAUL, (DIN: 00994532) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS					
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	39622730	57.7496	39622730	0	100.0000	0.0000
	Poll		4902414	7.1452	4902414	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44525144	64.8948	44525144	0	100.0000	0.0000
Public Institutions	E-Voting	19203841	11665535	60.7458	11665535	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		11665535	60.7458	11665535	0	100.0000	0.0000
Public Non Institutions	E-Voting	12815678	547026	4.2684	546906	120	99.9781	0.0219
	Poll		29376	0.2292	29376	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		576402	4.4976	576282	120	99.9792	0.0208
Total		100630735	56767081	56.4113	56766961	120	99.9998	0.0002

Whether Resolution is Passed ?	Yes
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Fusion Micro Finance Limited

Resolution Required : Special Resolution		2 - TO APPROVE THE RE-APPOINTMENT OF MS. RATNA DHARASHREE VISHWANATHAN, (DIN: 07278291) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF THREE (3) CONSECUTIVE YEARS.						
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	39622730	57.7496	39622730	0	100.0000	0.0000
	Poll		4902414	7.1452	4902414	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44525144	64.8948	44525144	0	100.0000	0.0000
Public Institutions	E-Voting	19203841	11665535	60.7458	11665535	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		11665535	60.7458	11665535	0	100.0000	0.0000
Public Non Institutions	E-Voting	12815678	547026	4.2684	546906	120	99.9781	0.0219
	Poll		29376	0.2292	29376	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		576402	4.4976	576282	120	99.9792	0.0208
Total		100630735	56767081	56.4113	56766961	120	99.9998	0.0002

Whether Resolution is Passed ?	Yes
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