



Letter No. FMFL/SEC/2023-24/SE-83

Date: 30.09.2023

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 29th Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

In compliance with the provisions of Regulation 44(3) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find herewith the following documents in respect of 29th Annual General Meeting (AGM) of the company held on September 29, 2023 at 11:00 A.M.

1. Voting results of the 29th Annual General Meeting.
2. Consolidated Report of Scrutinizer dated September 29, 2023.

Further, the aforesaid documents are also available on the website of the company at www.fusionmicrofinance.com

Further, the above said voting results shall be submitted in XBRL mode as per the prescribed timeline.

You are requested to take the same on your record.

Thanking you

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

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

FUSION MICRO FINANCE LIMITED	
Voting Results	
Date of AGM	September 29, 2023
Total number of shareholders on record date (i.e September 22, 2023)	59,255
No. of shareholders present in the meeting either in person or through proxy: a). Promoters and Promoter Group b). Public	N.A.
No. of Shareholders attended the meeting through Video Conferencing: a). Promoters and Promoter Group b). Public	1 83

Fusion Micro Finance Limited

Resolution Required : (Ordinary)		1 - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON						
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	68619516	68618516	99.9985	68618516	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		68618516	99.9985	68618516	0	100.0000	0.0000
Public Institutions	E-Voting	20634495	15786876	76.5072	15786876	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		15786876	76.5072	15786876	0	100.0000	0.0000
Public Non Institutions	E-Voting	11769874	1308227	11.1150	1308166	61	99.9953	0.0047
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1308227	11.1150	1308166	61	99.9953	0.0047
Total		101023885	85713619	84.8449	85713558	61	99.9999	0.0001

Fusion Micro Finance Limited

Resolution Required : (Ordinary)		2 - TO APPOINT MR. KENNETH DAN VANDER WEELE (DIN: 02545813), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT						
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	68619516	68618516	99.9985	68618516	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		68618516	99.9985	68618516	0	100.0000	0.0000
Public Institutions	E-Voting	20634495	15786876	76.5072	10163042	5623834	64.3765	35.6235
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15786876	76.5072	10163042	5623834	64.3765	35.6235
Public Non Institutions	E-Voting	11769874	1308227	11.1150	1308165	62	99.9953	0.0047
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1308227	11.1150	1308165	62	99.9953	0.0047
Total		101023885	85713619	84.8449	80089723	5623896	93.4387	6.5613

Fusion Micro Finance Limited

Resolution Required : (Special)		3 - TO CONSIDER AND APPROVE THE AMENDMENTS IN ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.						
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	68619516	68618516	99.9985	68618516	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		68618516	99.9985	68618516	0	100.0000	0.0000
Public Institutions	E-Voting	20634495	15786876	76.5072	6590045	9196831	41.7438	58.2562
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15786876	76.5072	6590045	9196831	41.7438	58.2562
Public Non Institutions	E-Voting	11769874	1308227	11.1150	1308165	62	99.9953	0.0047
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1308227	11.1150	1308165	62	99.9953	0.0047
Total		101023885	85713619	84.8449	76516726	9196893	89.2702	10.7298

Fusion Micro Finance Limited

Resolution Required : (Special)		4 - TO INCREASE THE BORROWING LIMIT OF THE COMPANY AND CREATE CHARGES ETC ON THE MOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN RESPECT OF BORROWINGS UNDER SECTION 180(1) (C) AND 180 (1) (A) OF THE COMPANIES ACT, 2013 UP TO RS. 15,000 CRORES						
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	68619516	68618516	99.9985	68618516	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		68618516	99.9985	68618516	0	100.0000	0.0000
Public Institutions	E-Voting	20634495	15786876	76.5072	15658509	128367	99.1869	0.8131
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15786876	76.5072	15658509	128367	99.1869	0.8131
Public Non Institutions	E-Voting	11769874	1308227	11.1150	1308130	97	99.9926	0.0074
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1308227	11.1150	1308130	97	99.9926	0.0074
Total		101023885	85713619	84.8449	85585155	128464	99.8501	0.1499



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
Annual General Meeting of the Members of
Fusion Micro Finance Limited
Held on Friday, September 29, 2023 at 11:00 AM,
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Sub: Scrutinizer's Report on voting through remote e-voting and e-voting at Annual General Meeting ("AGM") 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 August 2, 2023 for the purpose of scrutinizing the process of voting through electronic means on the Resolutions contained in the Notice of Annual General Meeting dated August 2, 2023 ("Notice") issued in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022,, issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India for the Annual General Meeting ("AGM") of the members of the Company held on Friday, September 29, 2023 at 11.00 AM 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

Tel.: +91- 9718515315, +91-8344730000

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

Web site: www.hpafcs.com



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 AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and

(ii) Process of e-voting at the AGM through electronic voting system ("e-voting").

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

Resolution No(s).	Particulars	
1.	Ordinary Resolution	To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2023 and the report of the board of directors and auditors thereon.
2.	Ordinary Resolution	To appoint Mr. Kenneth Dan Vander Weele (DIN: 02545813), who retires by rotation and being eligible, offers himself for reappointment
3.	Special Resolution	To consider and approve the amendments in Articles of Association (AOA) of the Company
4.	Special Resolution	To increase the borrowing limit of the company and create charges etc on the movable properties of the company, both present and future in respect of borrowings under Section 180(1) (c) and 180 (1) (a) of the Companies Act, 2013 up to Rs. 15,000 crores

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 AGM. 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 AGM) 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

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generated through scrutinizer's secured link from the E-Voting system provided by Link Intime India Private Limited ("LIPL") through its "instavote" platform at the URL: <https://instavote.linkintime.co.in>, the agency engaged by the Company to provide E-voting facility.

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 September 6, 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 **Friday, September 22, 2023**. Total shareholders of the Company as on the cut-off date were 59,255.

5. Remote E-voting Process:

The remote e-voting period remained open on **Tuesday, September 26, 2023 at 09:00 a.m. (IST)** and ended on **Thursday, September 28, 2023 at 5:00 p.m. (IST)**. Votes casted electronically up to **5:00 p.m. Thursday, September 28, 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 AGM:

- a. The AGM of the Company was conducted as per the guidelines issued by the MCA vide MCA circulars through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members have attended and participated in the AGM through VC/OAVM. The facility of participation at the AGM 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 AGM 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) Mr. Ravi 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 AGM, the consolidated report on the result of voting on Resolutions are given hereunder:

Item No -1 – Ordinary Resolution

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

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	243	8,57,13,557	100
e-voting at AGM	1	1	0
Total	244	8,57,13,558	100

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	3	61	0
e-voting at AGM	0	0	0
Total	3	61	0

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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 AGM	0	0
Total	0	0

Item No -2 – Ordinary Resolution

TO APPOINT MR. KENNETH DAN VANDER WEELE (DIN: 02545813), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.

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	239	8,00,89,722	93.44
e-voting at AGM	1	1	0
Total	240	8,00,89,723	93.44

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	8	56,23,896	6.56
e-voting at AGM	0	0	0
Total	8	56,23,896	6.56

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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 AGM	0	0
Total	0	0

Item No -3 – Special Resolution

TO CONSIDER AND APPROVE THE AMENDMENTS IN ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

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	211	7,65,16,725	89.27
e-voting at AGM	1	1	0
Total	212	7,65,16,726	89.27

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	35	91,96,893	10.73
e-voting at AGM	0	0	0
Total	35	91,96,893	10.73

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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 AGM	0	0
Total	0	0

Item No -4 – Special Resolution

TO INCREASE THE BORROWING LIMIT OF THE COMPANY AND CREATE CHARGES ETC ON THE MOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN RESPECT OF BORROWINGS UNDER SECTION 180(1) (C) AND 180 (1) (A) OF THE COMPANIES ACT, 2013 UP TO RS. 15,000 CRORES

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	235	8,55,85,154	99.85
e-voting at AGM	1	1	0
Total	236	8,55,85,155	99.85

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	10	1,28,464	0.15
e-voting at AGM	0	0	0
Total	10	1,28,464	0.15

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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 AGM	0	0
Total	0	0

9. The Register, all other papers and relevant records relating to remote e-voting and e-voting at the AGM shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Company Secretary for safe keeping.
10. I would like to inform you that the Resolution(s) as contained in the Notice dated August 2, 2023 have been passed with requisite majority i.e. **Resolutions No. 1, and 2 as Ordinary Resolutions and Resolutions No. 3 and 4 as Special Resolutions**. You may accordingly declare the result of the voting through remote e-voting and e-voting at AGM.

Thanking you.
Yours faithfully,

CS Harish Kumar
FCS: 11918, COP- 22475

Scrutinizer

Proprietor : Harish Popli & associates

UDIN NO: F011918E001122808

Place: New Delhi

Date: September 29, 2023



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