



Letter No. FMFL/SEC/2023-24/SE-50

Date: 10.07.2023

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
--	---

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

Dear Sir/Ma'am,

In reference to the Postal Ballot notice dated June 08, 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 July 10, 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.

Thanking you

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 July 08, 2023)
Total number of shareholders on record date (i.e June 02, 2023)	34,702
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 July 08, 2023)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable (Resolutions Passed through Postal Ballot on July 08, 2023)

Resolution Required : (Special)			1 - 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	68611216	68610216	99.9985	68610216	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		68610216	99.9985	68610216	0	100.0000	0.0000
Public Institutions	E-Voting	21940912	15268587	69.5896	9205984	6062603	60.2936	39.7064
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15268587	69.5896	9205984	6062603	60.2936	39.7064
Public Non Institutions	E-Voting	10078607	1005861	9.9802	1004585	1276	99.8731	0.1269
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1005861	9.9802	1004585	1276	99.8731	0.1269
Total		100630735	84884664	84.3526	78820785	6063879	92.8563	7.1437

Resolution Required : (Ordinary)			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	68610216	99.9985	68610216	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		68610216	99.9985	68610216	0	100.0000	0.0000
Public Institutions	E-Voting	21940912	15268587	69.5896	14624675	643912	95.7828	4.2172
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15268587	69.5896	14624675	643912	95.7828	4.2172
Public Non Institutions	E-Voting	10078607	1005981	9.9813	1004450	1531	99.8478	0.1522
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1005981	9.9813	1004450	1531	99.8478	0.1522
Total		100630735	84884784	84.3527	84239341	645443	99.2396	0.7604

Resolution Required : (Ordinary)			3 - TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. DEVESH SACHDEV (DIN: 02547111), AS MANAGING DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	68610216	99.9985	68610216	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		68610216	99.9985	68610216	0	100.0000	0.0000
Public Institutions	E-Voting	21940912	15268587	69.5896	14461097	807490	94.7114	5.2886
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15268587	69.5896	14461097	807490	94.7114	5.2886
Public Non Institutions	E-Voting	10078607	1005981	9.9813	1004045	1936	99.8076	0.1924
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1005981	9.9813	1004045	1936	99.8076	0.1924
Total		100630735	84884784	84.3527	84075358	809426	99.0464	0.9536

Resolution Required : (Ordinary)			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.					
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	68610216	99.9985	68610216	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		68610216	99.9985	68610216	0	100.0000	0.0000
Public Institutions	E-Voting	21940912	15268587	69.5896	9657888	5610699	63.2533	36.7467
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15268587	69.5896	9657888	5610699	63.2533	36.7467
Public Non Institutions	E-Voting	10078607	1005861	9.9802	1004520	1341	99.8667	0.1333
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1005861	9.9802	1004520	1341	99.8667	0.1333
Total		100630735	84884664	84.3526	79272624	5612040	93.3886	6.6114

Resolution Required : (Ordinary)			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.					
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	68610216	99.9985	68610216	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		68610216	99.9985	68610216	0	100.0000	0.0000
Public Institutions	E-Voting	21940912	15268587	69.5896	9636691	5631896	63.1145	36.8855
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15268587	69.5896	9636691	5631896	63.1145	36.8855
Public Non Institutions	E-Voting	10078607	1005861	9.9802	1004832	1029	99.8977	0.1023
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1005861	9.9802	1004832	1029	99.8977	0.1023
Total		100630735	84884664	84.3526	79251739	5632925	93.3640	6.6360



To,

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

SCRUTINIZER'S REPORT

Dear Sir,

The Board of Directors of **Fusion Micro Finance Limited** (“the Company”) in their meeting held on **May 22, 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 **June 08 2023**:

Resolution No.	Nature of Resolution	Particulars
1	Special Resolution	To consider and approve the amendments in Articles of Association (AOA) of the Company
2	Ordinary Resolution	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
3	Ordinary Resolution	To consider and approve the re-appointment of Mr. Devesh Sachdev(DIN: 02547111), as Managing Director of the Company and fixation of remuneration
4	Ordinary Resolution	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
5	Ordinary Resolution	To consider and approve the change in the terms of appointment of Mr. Narender Ostawal, (DIN: 06530414), Nominee Director, making his office liable to retire by rotation

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



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 June 08, 2023, based on the report generated from the e-voting system provided **Link intime India Private Limited ("LIPL")**, the authorized agency appointed by the Company **through its "instavote" platform at the URL: <https://instavote.linkintime.co.in>** for providing postal ballot e-voting facilities till the time fixed for closing of the remote e-voting process i.e. 5:00 PM (IST) on Saturday, the July 08, 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 **June 08, 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. **June 02, 2023**. Total shareholders of the Company as on the cut-off date was 34,702. 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 and Hindustan Delhi, newspapers on June 9, 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 July 08, 2023**, the last date and time fixed by the Company for remote evoting were considered for my scrutiny.
6. The remote e-voting was unblocked on Saturday, July 8, 2023, at 8:12 P.M. (IST) in the presence of two witnesses who are not in employment of the Company.

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



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:

Item No -1 - Result of Postal ballot – Special Resolution – Approval for the Amendments in Articles of Association (AOA) of the Company.

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	207
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	207
d)	Total Number of votes cast	8,48,84,665
e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	1
f)	Valid No of votes cast (Net)	8,48,84,664
g)	Total no of e-votes with assent for the Resolution	7,88,20,785
h)	Total no of e-votes with dissent for the Resolution	60,63,879
i)	% of Total e-votes cast in favor of the resolution	92.86
j)	% of Total e-votes cast against the resolution	7.14

Item No – 2 - Result of Postal ballot – Ordinary Resolution – Approval for 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.

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	208
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	208
d)	Total Number of votes cast	8,48,84,785

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



e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	1
f)	Valid No of votes cast (Net)	8,48,84,784
g)	Total no of e-votes with assent for the Resolution	8,42,39,341
h)	Total no of e-votes with dissent for the Resolution	6,45,443
i)	% of Total e-votes cast in favor of the resolution	99.24
j)	% of Total e-votes cast against the resolution	0.76

Item No -3- Result of Postal ballot – Ordinary Resolution – Approval for the Re-Appointment of Mr. Devesh Sachdev (DIN: 02547111), as Managing Director of the Company and Fixation of Remuneration.

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	208
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	208
d)	Total Number of votes cast	8,48,84,785
e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	1
f)	Valid No of votes cast (Net)	8,48,84,784
g)	Total no of e-votes with assent for the Resolution	8,40,75,358
h)	Total no of e-votes with dissent for the Resolution	8,09,426
i)	% of Total e-votes cast in favor of the resolution	99.05
j)	% of Total e-votes cast against the resolution	0.95

Item No – 4 - Result of Postal ballot – Ordinary Resolution – Approval for 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.

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	208
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	208
d)	Total Number of votes cast	8,48,84,785



e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	121
f)	Valid No of votes cast (Net)	8,48,84,664
g)	Total no of e-votes with assent for the Resolution	7,92,72,624
h)	Total no of e-votes with dissent for the Resolution	56,12,040
i)	% of Total e-votes cast in favor of the resolution	93.39
j)	% of Total e-votes cast against the resolution	6.61

Item No - 5 - Result of Postal ballot – Ordinary Resolution – Approval for the change in the terms of appointment of Mr. Narender Ostawal (DIN: 06530414), Nominee Director, making his office liable to retire by rotation.

Sr. No.	Particulars	E-Voting details
a)	Total no. of members who exercised votes through remote e-voting	208
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	208
d)	Total Number of votes cast	8,48,84,785
e)	Less: Invalid no of votes cast/ members abstained from voting in favor/against	121
f)	Valid No of votes cast (Net)	8,48,84,664
g)	Total no of e-votes with assent for the Resolution	7,92,51,739
h)	Total no of e-votes with dissent for the Resolution	56,32,925
i)	% of Total e-votes cast in favor of the resolution	93.36
j)	% of Total e-votes cast against the resolution	6.64

7. I would like to inform you that all the above Special Resolution(s) at Item No 1 and Ordinary Resolution(s) at Item No 2, 3, 4, & 5 of the Notice dated **June 08, 2023** have been passed with requisite majority. You may accordingly declare the result of the postal ballot conducted through remote E-voting process.

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



8. The relevant records shall be handed over to **CS. Deepak Madaan, Company Secretary** 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

HARISH
KUMAR

Digitally signed by
HARISH KUMAR
Date: 2023.07.10
17:24:44 +05'30'

CS Harish Kumar
FCS: 11918, COP-22475
Scrutinizer
Harish Popli And Associates
Company Secretaries

UDIN: F011918E000576174

Place: New Delhi
Date: July 10, 2023