

Date: 27.09.2024

Letter No. FFL/SEC/2024-25/SE-91

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 of Voting Results of 30<sup>th</sup> Annual General Meeting (“AGM”) 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 30<sup>th</sup> Annual General Meeting (AGM) of the company held on September 27, 2024, at 11:00 A.M, through Video Conferencing (“VC”)/Other Audio-Visual Mode(“OAVM”):

1. Voting results of the 30<sup>th</sup> Annual General Meeting; and
2. Consolidated Report of Scrutinizer dated September 27, 2024.

Further, the aforesaid documents are also available on the website of the company at [www.fusionfin.com](http://www.fusionfin.com).

The above 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 Finance Limited**  
**(Formerly Fusion Micro Finance Limited)**

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

<b>Fusion Finance Limited (Formerly known as Fusion Micro Finance Limited)</b>	
<b>Voting Results</b>	
<b>Date of AGM</b>	Friday, September 27, 2024
<b>Total number of Shareholders on record date</b>	74,224
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> a). Promoters and Promoter Group b). Public	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> a). Promoters and Promoter Group b). Public	3 111

Fusion Finance Limited								
Resolution Required :Ordinary			1 - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 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	58300944	58299944	99.9983	58299944	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
	<b>Total</b>		<b>58299944</b>	<b>99.9983</b>	<b>58299944</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	23726172	20421355	86.0710	20421355	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
	<b>Total</b>		<b>20421355</b>	<b>86.0710</b>	<b>20421355</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	18996769	565997	2.9794	565202	795	99.8595	0.1405
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>565997</b>	<b>2.9794</b>	<b>565202</b>	<b>795</b>	<b>99.8595</b>	<b>0.1405</b>
<b>Total</b>		<b>101023885</b>	<b>79287296</b>	<b>78.4837</b>	<b>79286501</b>	<b>795</b>	<b>99.9990</b>	<b>0.0010</b>

## Fusion Finance Limited

Resolution Required :Ordinary			2 - TO RE-APPOINT MR. NARENDRA OSTAWAL (DIN:06530414), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	58300944	58299944	99.9983	58299944	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
	<b>Total</b>		<b>58299944</b>	<b>99.9983</b>	<b>58299944</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	23726172	20421355	86.0710	20130588	290767	98.5762	1.4238
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20421355</b>	<b>86.0710</b>	<b>20130588</b>	<b>290767</b>	<b>98.5762</b>	<b>1.4238</b>
Public Non Institutions	E-Voting	18996769	565997	2.9794	565192	805	99.8578	0.1422
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>565997</b>	<b>2.9794</b>	<b>565192</b>	<b>805</b>	<b>99.8578</b>	<b>0.1422</b>
<b>Total</b>		<b>101023885</b>	<b>79287296</b>	<b>78.4837</b>	<b>78995724</b>	<b>291572</b>	<b>99.6323</b>	<b>0.3677</b>

Fusion Finance Limited								
Resolution Required :Special			3 - 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, UPTO RS.					
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	58300944	58299944	99.9983	58299944	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
	<b>Total</b>		<b>58299944</b>	<b>99.9983</b>	<b>58299944</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	23726172	20421355	86.0710	20171800	249555	98.7780	1.2220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20421355</b>	<b>86.0710</b>	<b>20171800</b>	<b>249555</b>	<b>98.7780</b>	<b>1.2220</b>
Public Non Institutions	E-Voting	18996769	565997	2.9794	565162	835	99.8525	0.1475
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>565997</b>	<b>2.9794</b>	<b>565162</b>	<b>835</b>	<b>99.8525</b>	<b>0.1475</b>
<b>Total</b>		<b>101023885</b>	<b>79287296</b>	<b>78.4837</b>	<b>79036906</b>	<b>250390</b>	<b>99.6842</b>	<b>0.3158</b>



## 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 of  
Annual General Meeting of the Members of  
Fusion Finance Limited  
(formerly known as Fusion Micro Finance Limited)  
Held on Friday, September 27, 2024 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 **436/1, Gher Araina, Panipat-132103**, was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on **August 6, 2024** 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 6, 2024** ("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, and latest Circular No. 09/2023 dated September 25, 2023 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 27, 2024 at 11.00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**.



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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 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.	<b>Ordinary Resolution</b>	To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2024 and the report of the board of directors and auditors thereon.
2.	<b>Ordinary Resolution</b>	To re-appoint Mr. Narendra Ostawal (DIN: 06530414), who retires by rotation and being eligible, offers himself for reappointment
3.	<b>Special Resolution</b>	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. 17,500 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 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:

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<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 4, 2024, 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 20, 2024**. Total shareholders of the Company as on the cut-off date were **74,224**.

**5. Remote E-voting Process:**

The remote e-voting period remained open on **Tuesday, September 24, 2024 at 09:00 a.m. (IST) and ended on Thursday, September 26, 2024 at 5:00 p.m. (IST)**. Votes casted electronically up to **5:00 p.m. Thursday, September 26, 2024**, 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 1,000 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.



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7. The e-votes cast were unblocked by me in the presence of **2 (Two)** witnesses namely **(1) Ms. Aditi** **(2) Ms. Anshika** 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, 2024 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	252	7,92,86,501	99.999
e-voting at AGM	0	0	0
Total	252	7,92,86,501	99.999

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	4	795	0.001
e-voting at AGM	0	0	0
Total	4	795	0.001



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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 RE-APPOINT MR. NARENDRA OSTAWAL (DIN:06530414), 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	243	7,89,95,724	99.632
e-voting at AGM	0	0	0
Total	243	7,89,95,724	99.632

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	17	2,91,572	0.368
e-voting at AGM	0	0	0
Total	17	2,91,572	0.368



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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 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. 17,500 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	246	7,90,36,906	99.684
e-voting at AGM	0	0	0
Total	246	7,90,36,906	99.684

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	13	2,50,390	0.316
e-voting at AGM	0	0	0
Total	13	2,50,390	0.316



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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 of the AGM 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 6, 2024** have been passed with requisite majority i.e. **Resolutions No. 1, and 2 as Ordinary Resolutions and Resolution No. 3 as Special Resolution**. 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: F011918F001339717

Place: Gurugram

Date: September 27, 2024



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