

TRANSCRIPT OF EXTRA-ORDINARY GENERAL MEETING OF FUSION MICRO FINANCE LIMITED

Date: February 16, 2023

Time: 01:00 P.M. To 01:10 P.M. IST

Management Participants:

Directors & Key Managerial Personnel:

Mr. Devesh Sachdev (Managing Director & Chief Executive Officer)

Ms. Namrata Kaul, Independent Director (Chairperson of Audit Committee and Risk Management Committee)

Mr. Ratna Dharashree Vishwanathan, Independent Director (Chairperson of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee)

Mr. Pankaj Vaish, Independent Director (Chairperson of IT Strategy Committee)

Mr. Tarun Mehndiratta, Chief Operating Officer

Mr. Gaurav Maheshwari, Chief Financial Officer

Mr. Deepak Madaan, Company Secretary & Compliance Officer

Invitees:

Mr. Deepak Garg, M/s. Deloitte Haskins and Sells, Statutory Auditors

Mr. Harish Kumar, Proprietor Harish Popli & Associates, Secretarial Auditor and Scrutinizer

Moderator:

Ms. Kalpana (Link Intime India Private Limited)

**Welcome Address by
Mr. Deepak Madaan:**

Very Good Afternoon to all of You.

Myself, Deepak Madaan, Company Secretary and Compliance Officer of Fusion Micro Finance Limited welcome you all to this 1st Extra-Ordinary General Meeting of the company in the FY 2022-23 after its listing on BSE and NSE. I want to thank you all for joining this meeting.

The requisite Quorum is present hence, the Meeting is being convened, constituted and is in order and I expect some more members to join us in the due course of the Meeting. As per the statutory requirements, the proceeding of the meeting is being recorded, the transcript as well as the recording will be uploaded on the website of the Company.

The Extra-Ordinary General Meeting of the Company is being conducted through Video Conferencing in accordance with relevant provisions & circulars issued by MCA and SEBI. The Company has made all arrangements feasible under the current circumstances to enable the members to participate at the meeting through the video conferencing facility and vote electronically.

The purpose of conducting this EGM is to request you all to approve the Reappointment of Ms. Namrata Kaul as an Independent Director for a term of five consecutive years commencing from February 18, 2023 till February 17, 2028 and Re-appointment of Ms. Ratna Dharashree Vishwanathan as an Independent Director for a term of three consecutive years commencing from May 24, 2023 till May 23, 2026.

It is being further informed to the members that the Board of Directors of our company have elected Mr. Devesh Sachdev as Chairman for this meeting.

On behalf of our Chairman, Mr. Devesh Sachdev, let me introduce our Board Members, who are present with us.

Ms. Namrata Kaul, Independent Director (Chairperson of Audit Committee and Risk Management Committee)

Mr. Ratna Dharashree Vishwanathan, Independent Director (Chairperson of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee)

Mr. Pankaj Vaish, Independent Director (Chairperson of IT Strategy Committee)

Our nominee directors, Mr. Ken Vander Weele and Mr. Narendra Ostawal, could not attend the meeting due to other occupancies.

We are also joined by:

Mr. Tarun Mehndiratta, Chief Operating Officer

Mr. Gaurav Maheshwari, Chief Financial Officer

Mr. Deepak Garg, M/s. Deloitte Haskins and Sells, Statutory Auditors

Mr. Harish Kumar, Proprietor, Harish Popli & Associates, our Secretarial Auditor and Scrutinizer of today's meeting

Now, I would like to take you through certain points regarding the participation at this meeting.

For smooth and seamless conduct of the EGM, the audio of the members will be kept muted, and their video will be kept off. If a member experiences any technical issue during this EGM they can contact the helpline number given in the Notice.

Members who would like to ask questions to the panelist, may ask your queries via active chat-board during the meeting and such questions raised, if any, shall be answered suitably on behalf of the Company.

All the documents referred to in the EGM Notice are open for inspection by the Members.

The Company had also provided members the opportunity to cast their vote on the resolutions contained in the EGM Notice, by means of remote e-voting. The remote e-voting commenced on February 13, 2023, at 9.00 am (IST) and closed on February 15, 2023 at 5.00 pm (IST). Members who have not cast their votes yet electronically and who are participating in this meeting can cast their votes during the meeting by clicking the voting button "Cast your vote" which is appearing on your VC meeting screen. The e-voting platform is open now for voting and will close after 15 minutes from the time of closure of this meeting. Please note that there will be no voting by show of hands. I hope the process is clear.

The Company has appointed Mr. Harish Kumar, Practicing Company Secretary, Proprietor at Harish Popli & Associates as Scrutinizer to scrutinize the votes casted at the meeting and through remote e-voting and for ensuring that voting process is conducted in a fair and transparent manner.

Now I request our chairman Mr. Devesh Sachdev, Managing Director & Chief Executive Officer of the Company, to take forward the proceedings of this meeting.

Chairperson Speech

Mr. Devesh Sachdev:

Dear Shareholders,
Good Afternoon,

It gives me immense pleasure in extending a warm welcome to all of you to the 1st Extra-Ordinary General Meeting (“EGM”) of the company after its Initial Public Offer (IPO) in the Financial Year 2022-23. As we have gathered virtually, it is a pleasure and privilege to address you all today. I want to thank all our shareholders, borrowers, lenders, Board of Directors, other stakeholders and employees at all levels for their untiring efforts in ensuring all round operational performance in the company and I always look forward for your continued support, trust, encouragement to the Company and its management in the future as well.

As you all know that the tenure of two independent directors of Fusion Micro Finance Limited is about to end and the Board of Directors of the company in their meeting dated 23rd January, 2023 has recommended to the members to re-appoint the said directors as per the details mentioned in the notice of EGM.

As the Notice is already circulated to all the members, I take the Notice convening the meeting as read.

The members who have not voted in the remote e-voting, may please cast their votes now as the voting lines are open.

Now, I will proceed with Special businesses as set out in the Notice for consideration and approval of members.

1. To approve the re-appointment of Ms. Namrata Kaul as an independent director of the company for a second term of five (5) consecutive years
2. To approve the re-appointment of Ms. Ratna Dharashree Vishwanathan, as an independent director of the company for a second term of three (3) consecutive years.

Now the meeting is open to take the queries from the Shareholders

So, I request the moderator to invite if any members have registered themselves as speaker shareholders and all the speaker shareholders are requested to mention their name and place from where they have joined the meeting before starting their speech.

Members may also ask their queries via active chat-board. They may be given suitable response within reasonable time if not given during the meeting.

Kalpana, now you can allow the speaker shareholders to speak.

Ms Kalpana:

Thank you, sir. We do not have any speaker shareholder.

Closing Remarks

Mr. Deepak Madaan:

Now, as we are approaching the closure of this meeting, I would like to express my thanks to all the Members, Board of Directors, Statutory Auditors, Secretarial Auditor & Scrutinizer, RTA – Link Intime India Pvt Ltd. The results of the e-voting and remote e-voting will be announced once we receive the Scrutinizer's Report and the same will be placed on the company's website under the "Investor Relation" section and on the website of our RTA, Link Intime India Private Limited. The Company shall also submit the results to NSE and BSE, where the equity shares & securities of the Company are listed.

Members are informed that the electronic voting option will remain open for next 15 minutes. Members may click the voting button "Cast your vote" which is appearing on your VC meeting screen and vote.

Now with permission of the Chairman Sir, I would like to declare the formal closure of this EGM.

This Extra-Ordinary General Meeting is now concluded.

Thank You Very Much.