

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	U65100DL1994PTC061287
ii	Registration Date	Monday, September 5, 1994
iii	Name of the Company	Fusion Micro Finance Private Limited
iv	Category/Sub-category of the Company	Private Company NBFC-MFI
v	Address of the Registered office & contact details	H-1, C-Block, Community Centre, Naraina Vihar, New Delhi-110028
vi	Whether listed company	Yes, the Non-Convertible Debentures of the company are listed. However, Equity shares of the company were not listed as on March 31, 2019
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078. Tel. No.: +91 22 25946970; Fax No.: +91 22 25946969 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Microfinance and related activities	64990	100.00%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

S. No	Name & address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	NA	NA	NA	NA	NA

d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	0.00%	-	-	-	0.00%	0.00%
(2) Non Institutions									
a) Bodies corporates	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	19,001,181	20,129,144	39,130,325	90.85%	47,489,584	11,741,295	59,230,879	90.13%	-0.73%
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	-	-	-	-	17,993	17,993	0.03%	0.03%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-	-	-	-	-
c) Others (Employees/ Trust)	-	935,912	935,912	2.17%	-	1,461,566	1,461,566	2.22%	0.05%
SUB TOTAL (B)(2):	19,001,181	21,065,056	40,066,237	93.03%	47,489,584	13,220,854	60,710,438	92.38%	-0.65%
Total Public Shareholding (B)= (B)(1)+(B)(2)	19,001,181	21,065,056	40,066,237	93.03%	47,489,584	13,220,854	60,710,438	92.38%	-0.65%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	22,005,218	21,065,056	43,070,274	100.00%	52,499,734	13,220,854	65,720,588	100.00%	-

(ii) SHAREHOLDING OF PROMOTERS

S No.	Shareholders Name	Shareholding at the beginning of the year April 01, 2018			Shareholding at the end of the year March 31, 2019			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Devesh Sachdev	2,704,037	6.28%	-	4,710,150	7.17%	-	0.89%
2	Mini Sachdev	300,000	0.70%	-	300,000	0.45%	-	-0.25%
	Total	3,004,037	6.98%	-	5,010,150	7.62%	-	0.64%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

S. No.	CHANGE IN PROMOTERS' SHAREHOLDING	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	DEVESH SACHDEV				
	At the beginning of the year	2,704,037	6.28%	2,704,037	6.28%
	Allotment of partly paid equity shares on 16/07/2018	647,659	1.29%	3,351,696	7.57%
	Allotment of partly paid equity shares on 05/12/2018	1,352,454	2.06%	4,704,150	7.16%
	Transfer on 29/12/2018	6,000	0.01%	4,710,150	7.17%
	At the end of the year	4,710,150	9.63%	4,710,150	7.17%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Honey Rose Investment Ltd ("Warburg Pincus")				
	At the beginning of the year	-	-	-	-
	Allotment on 05/12/2018	19,475,461	29.63%	-	-
	Transfer on 05/12/2018	9,153,989	13.93%	28,629,450	43.56%
	At the end of the year	-	-	28,629,450	43.56%
2.	Creation Investments Fusion, LLC				

	At the beginning of the year	15,321,043	35.57%	-	-
	Date wise increase/decrease during the year	-	-	-	-
	At the end of the year	-	-	15,321,043	23.31%
3.	Oikocredit, Ecumenical Development Co-Operative Society U.A.				
	At the beginning of the year	6,606,375	15.34%	-	-
	Date wise increase/decrease during the year	-	-	-	-
	At the end of the year	-	-	6,606,375	10.05%
4.	Creation Investments Fusion II, LLC				
	At the beginning of the year	-	-	-	-
	Transfer on 05/12/2018	5,134,920	11.92%	5,134,920	7.81%
	At the end of the year	-	-	5,134,920	7.81%
5.	Global Financial Inclusion Fund				
	At the beginning of the year	3,539,091	8.22%	-	-
	Date wise increase/decrease during the year	-	-	-	-
	At the end of the year	-	-	3,539,091	5.38%
6.	Fusion Employee Benefit Trust				
	At the beginning of the year	898,234	2.09%	-	-
	Allotment on 16/07/2018	549,647	0.11%	1,447,881	2.20%
	Transfer on 14/08/2018	(46,895)	(0.07%)	1,400,986	2.13%
	Transfer on 14/11/2018	(12,750)	(0.02%)	1,388,236	2.11%
	Transfer on 18/02/2019	(34,677)	(0.05%)	1,353,559	2.06%
	At the end of the year	-	-	1,353,559	2.06%
7.	Gourav Sirohi				
	At the beginning of the year	10,750	0.02%	10,750	0.02%
	options exercised on 14/11/2018	12,750	0.02%	23,500	0.04%
	options exercised on 18/02/2019	10,750	0.01%	34,250	0.05%
	At the end of the year	-	-	34,250	0.05%
8.	Ramesh Chaubey				
	At the beginning of the year	-	-	-	-
	options exercised on 14/08/2018	19,500	0.04%	19,500	0.03%

	At the end of the year	-	-	19,500	0.03%
9.	Rahul Jain				
	At the beginning of the year	19,928	0.04%	19,928	0.04%
	options exercised on 14/08/2018	23,065	0.02%	42,993	0.06%
	Transfer on 29/12/2018	(25,000)	(0.03%)	17,993	0.03%
	At the end of the year	-	-	17,993	0.03%
10.	Sandeep Kumar Sharma				
	At the beginning of the year	7,000	0.01%	7,000	0.01%
	Transfer on 29/12/2018	1,000	0.001%	8,000	0.01%
	options exercised on 18/02/2019	7,000	0.01%	15,000	0.02%
	At the end of the year	-	-	15,000	0.02%

(v) Shareholding of Directors & KMP

S. No	For Each of the Directors & KMP	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Devesh Sachdev	2,704,037	6.28%	-	4,710,150	7.17%	-	0.89%
2	Nitin Gupta	-	-	-	-	-	-	-
3	Njord Andrewes*	-	-	-	-	-	-	-
4	Pradip Kumar Saha	-	-	-	-	-	-	-
5	Albert Hofsink	-	-	-	-	-	-	-
6	Javed Ahmad Siddiqui*	-	-	-	-	-	-	-
7	Kenneth Dan Vander Weele	-	-	-	-	-	-	-
8	Laetitia Counye*	-	-	-	-	-	-	-
9	Narendra Ostawal**	-	-	-	-	-	-	-
10	Ratna Vishwanathan**	-	-	-	-	-	-	-
11	Deepak Madaan	-	-	-	-	-	-	-
12	Gaurav Maheshwari	-	-	-	-	-	-	-

* Mr. Njord Andrewes, Mr. Javed Ahmad Siddiqui & Ms. Laetitia Counye resigned w.e.f December 04, 2018.

**Ms. Ratna Vishwanathan & Mr. Narendra Ostawal were appointed w.e.f May 24, 2018 & December 05, 2018 respectively.

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,377,975,834	1,670,000,000	-	16,047,975,834
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	152,236,680	4,446,812	-	156,683,492
Total (i+ii+iii)	14,530,212,514	1,674,446,812	-	16,204,659,326
Change in Indebtedness during the financial year				
Additions	18,869,166,666	-	-	18,869,166,666
Reduction	(7,992,466,992)	(384,058,508)	-	(8,376,525,500)
Net Change	10,876,699,674	(384,058,508)	-	10,492,641,166
Indebtedness at the end of the financial year				
i) Principal Amount	25,246,155,922	1,240,545,455	-	26,486,701,377
ii) Interest due but not paid	290,391	-	-	290,391
iii) Interest accrued but not due	160,465,875	49,842,849	-	210,308,724
Total (i+ii+iii)	25,406,912,188	1,290,388,304	-	26,697,300,492

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

S. No	Particulars of Remuneration	Mr. Devesh Sachdev DIN- 02547111 (MD & CEO)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	8,649,609	8,649,609
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option		
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (Bonus)	3,000,000	3,000,000
5	Others, please specify	-	-
	Total (A)	11,649,609	11,649,609
	Ceiling as per the Act		

B. Remuneration to other directors:

S. No	Particulars of Remuneration	Nitin Gupta	Njord Andrewes*	Pradip Kumar Saha	Albert Hofsink	Javed Ahmad Siddiqui*	Kenneth Dan Vander Weele	Laetitia Counye*	Ratna Vishwanathan**	Narendra Ostawal**	TOTAL
1	Independent Directors										
	(a) Fee for attending board committee meetings	420,000	-	460,000	-	-	-	-	380,000	-	1,260,000
	(b) Commission	-	-	-	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-	-	-	1,260,000
2	Other Non-Executive Directors										
	(a) Fee for attending board committee meetings	-	-	-	-	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-	-	-	-	-
	Total Managerial Remuneration	420,000	-	460,000	-	-	-	-	380,000	-	1,260,000
	Overall Ceiling as per the Act	-	-	-	-	-	-	-	-	-	-

* Mr. Njord Andrewes, Mr. Javed Ahmad Siddiqui & Ms. Laetitia Counye resigned w.e.f December 04, 2018.

**Ms. Ratna Vishwanathan & Mr. Narendra Ostawal were appointed w.e.f May 24, 2018 & December 05, 2018 respectively.

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	Gross Salary	Mr. Deepak Madaan (Company Secretary)	Mr. Gaurav Maheshwari (Chief Financial Officer)	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,353,944	4,476,112	5,830,056
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	*Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	Others (Bonus)	550,000	875,000	1,425,000
5	Others, please specify	-	-	-
	Total	1,903,944	5,351,112	7,255,056

*During the Year 2018-19, 10,000 stock options were granted to Company Secretary & 40,000 were granted to Chief Financial Officer under ESOP Scheme 2016

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Sd/-
Devesh Sachdev
(MD & CEO)
DIN: 02547111

Sd/-
Pradip Kumar Saha
(Director)
DIN: 02947368