



Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN 5TH MEETING OF FY 2022-23 OF THE BOARD OF DIRECTORS OF FUSION MICRO FINANCE LIMITED (FORMERLY FUSION MICRO FINANCE PRIVATE LIMITED) HELD AT SHORTER NOTICE ON TUESDAY, OCTOBER 25, 2022, AT 10:30 AM THROUGH VIDEO-CONFERENCING AT PLOT NO. 86, INSTITUTIONAL SECTOR 32, GURUGRAM

CONSIDERED, APPROVED AND ADOPTED THE RED HERRING PROSPECTUS.

“RESOLVED THAT in furtherance of the resolution dated August 6, 2021 & August 8, 2021 approving the filing of the draft red herring prospectus, the approvals dated September 7, 2021 and September 3, 2021 received from the BSE Limited and National Stock Exchange of India Limited, respectively (the “Stock Exchanges”) and the Securities and Exchange Board of India (“SEBI”) letter SEBI/HO/CFD/RAC-DIL2/P/OW/2022/53617/1 dated October 20, 2022 noting changes made to the draft red herring prospectus, the red herring prospectus of the Company, a copy of which is placed before this meeting (“RHP”) and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offering of equity shares of face value of ₹ 10 each of the Company for filing with the RoC, the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT Mr Devesh Sachdev, Managing Director & CEO, Mr Gaurav Maheshwari, Chief Financial Officer and Mr Deepak Madaan, Company Secretary & Compliance Officer, be and are hereby jointly or severally authorized to approve and adopt any corrections, alterations, updates, revisions, modifications, amendments or any other actions for withdrawal or filing of the RHP with relevant authorities or persons as may be required, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such changes, correction, updates, alterations, revisions, modifications, deletions or amendments as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the book running lead managers, ICICI Securities Limited, CLSA India Private Limited, IIFL Securities Limited and JM Financial Limited (collectively, the “BRLMs”), appointed in this respect and to do all such acts, deeds, matters and things and execute all engagement letters, memoranda of understanding, agreements and such other documents as they may, in their absolute discretion, deem necessary or desirable for the purpose of filing the RHP with the RoC, the stock exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT each of the Directors and the Chief Financial Officer of the Company be and are hereby authorised to sign the RHP for and on behalf of the Company and to file the same with RoC, the Stock Exchanges, SEBI and such other authorities as required under applicable laws.


RESOLVED FURTHER THAT the allotment letters shall be offered or application money shall be refunded within four days from the date of closure of the Offer or such lesser time as may be specified by SEBI failing which the application money shall be refunded or unblocked from the ASBA Accounts (as applicable) to the applicants forthwith and failing which interest shall be due to be paid to the applicants in the event of any delay in such allotment and/or refund or unblocking as per applicable laws.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account maintained with a scheduled bank as per the provisions of Companies Act, 2013, as amended.

RESOLVED FURTHER THAT the Company and the Selling Shareholders shall not have recourse to the proceeds of the Offer for sale, as applicable, until the final listing and trading approvals from BSE Limited and National Stock Exchange of India Limited have been obtained for the listing and trading of the Equity Shares in the Offer.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the duly appointed Company Secretary of the Company, be forwarded to the concerned authorities for necessary action.”

**CERTIFIED TRUE COPY
For FUSION MICRO FINANCE LIMITED
(FORMERLY FUSION MICRO FINANCE PRIVATE LIMITED)**


Deepak Madaan
Company Secretary & Compliance Officer
M.No. A24811
Add.: B-89, Third Floor, Dayanand Colony, Lajpat Nagar, Delhi - 110024