



We understand your world

HDFC Bank Limited
B-7/3 Asaf
Ali Road New
Delhi-110 002.

CONSENT LETTER FROM THE SPONSOR BANK

To,

The Board of Directors
Fusion Micro Finance Ltd
Corporate Office: Plot no. 86, Institutional Sector 32,
Gurugram, Haryana 122001, India

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025
Maharashtra, India

CLSA India Private Limited
8/F Dalamal House Nariman Point Mumbai,
Maharashtra 400021, India

IIFL Securities Limited
10th Floor, IIFL Centre Kamala City,
Senapati Bapat Marg Lower Parel (West),
Mumbai 400 013 Maharashtra, India

JM Financial Limited
7 th Floor, Cnergy, Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025 Maharashtra, India

{ICICI Securities Limited, CLSA India Private Limited, IIFL Securities Limited and JM Financial Limited appointed in relation to the Offer are collectively referred to as the “Book Running Lead Managers” or the “BRLMs”}

Ladies and Gentlemen,

Re: Proposed initial public offering of equity shares bearing face value of Rs. 10 each (the “Equity Shares”) of Fusion Micro Finance Ltd (the “Company”) (the “Offer”)

We, **HDFC BANK LIMITED**, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as Sponsor Bank and Banker to the offer in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (collectively, the “Offer Documents”) which the Company proposes to file, with the Registrar of Companies, Delhi and Haryana at New Delhi (“RoC”), Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the Equity Shares are proposed to be listed (“Stock Exchanges”) and in any publicity material, press release, presentation or any other documents in relation to the Offer.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name	HDFC Bank Limited
Address	HDFC Bank Limited, FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042
Telephone No	022-30752927/28/2914
Fax No	022-25799801
Email ID	Siddharth.Jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com, tushar.gavankar@hdfcbank.com
Website	www.hdfcbank.com
Contact Person	Siddharth Jadhav, Eric Bacha, Vikas Rahate, Tushar Gavankar
SEBI Cert Registration No	INBI00000063
CIN No	L65920MH1994PLC080618

www.hdfcbank.com

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.
Corporate Identity No.: L65920MH1994PLC080618





We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, fair, correct, accurate, adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the Book Running Lead Managers until the date on which the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of **HDFC BANK LIMITED**

Rishipreet Singh Bhatia



S/f

Authorized signatory

Name: Rishipreet Singh Bhatia

Date: 13-10-2022

cc:

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216 Okhla Industrial Estate
Phase III, New Delhi – 110 020

IndusLaw
2nd Floor, Block D
The MIRA Mathura Road
Ishwar Nagar
New Delhi – 110 065

And

#1502B, 15th Floor, Tower –1C
"One World Centre", Senapati Bapat Marg
Lower Parel, Mumbai 400 013

Sidley Austin LLP
6 Battery Road
Level 31
Singapore 049909



Annexure A

1. Registration Number:	INBI00000063
2. Date of registration / Renewal of registration:	January 31, 2013
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	NA
5. Period up to which registration/renewal fees has been paid:	Not Applicable



निर्गमन बैंककार

प्रकार का
FORM-B

BANKERS TO AN ISSUE

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(निर्गमन बैंककार) विनियम, 1994

000408 (BANKERS TO AN ISSUE) REGULATIONS, 1994

(विनियम 7)

(Regulation 7)

रजिस्ट्रीकरण का प्रमाणपत्र

Regulation 7A

CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

- 9) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उसकी धारा 12 की उप धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,
1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

HDFC BANK LIMITED
HDFC BANK HOUSE
SENAPATI BAPAT MARG
LOWER PAREL
MUMBAI 400 013

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार निर्गमन बैंककार के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a banker to an issue subject to the conditions in the rules and in accordance with the regulations.

1) निर्गमन बैंककार के लिए रजिस्ट्रीकरण कोड है। INBI00000063
Registration Code for the Banker to an issue is

जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र तक विधिमान्य है।
Unless renewed, the certificate of registration is valid from

3) This Certificate of Registration shall be valid for permanent, unless suspended or cancelled by the Board.



आदेश से
भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसकी ओर से

By order

For and on behalf of

Securities and Exchange Board of India

RUCHI CHOJER

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

Place: MUMBAI

Date: JANUARY 31, 2013

SEBI - Bombay