

HONEY ROSE INVESTMENT LTD

Registered Office: C/o Warburg Pincus Asia Ltd, 8th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius

Schedule II

Consent Letter from Investor Selling Shareholders

Date: July 28, 2021

To,

The Board of Directors
Fusion Micro Finance Limited
H-1, C Block, Community Centre
Naraina Vihar, New Delhi 110028
("Company")

Dear Sir(s),

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each ("Equity Shares" and such offering, "Offer") of the Company

Corporate Information

We, Honey Rose Investment Ltd, a company incorporated under the laws of Mauritius, having our office at c/o Warburg Pincus Asia Ltd, 8th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius, do confirm that we hold 41,022,730 Equity Shares, representing 48.65% of the pre-Offer equity share capital of the Company.

The information in **Exhibit I** is true and correct.

Consents

We hereby consent to the inclusion of up to 6,321,375 Equity Shares (the "**Offered Shares**") held by us in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**") and transaction agreements executed in relation to the Offer and the approval of any other regulatory authority, if required.

We hereby consent to the inclusion of our name as a selling shareholder, specifically, as an Investor Selling Shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**").

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges, SEBI and any other regulatory authority as may be required.

This letter is for information and for inclusion (in part or full) in the DRHP or any other Offer-related material.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers (the "**BRLMs**") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. We hereby consent to submission of this certificate as may be for the records to be maintained by the BRLMs in accordance with applicable law.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the DRHP.

Yours faithfully,

Signed by
For and on behalf of

Honey Rose Investment Ltd



Authorised Signatory
Name: Sharmila Baichoo
Designation: Director

Encl.: As above

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

Sidley Austin LLP
6 Battery Road
Level 31
Singapore 049909

Exhibit I

Name of Selling Shareholder	Honey Rose Investment Ltd
Registered Address of the Selling Shareholder	c/o Warburg Pincus Asia Ltd, 8 th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius
Date and Place of incorporation	28 February 2017, Mauritius
Telephone number	+230 208 2008
Fax number	+230 208 3108
Company registration number	C145329 C1/GBL
Nature of entity	Private company, limited by shares with limited life