

Consent Letter

The Board of Directors
Fusion Micro Finance Limited
H-1, Community Centre,
Naraina Vihar,
New Delhi – 110 028

Dear Sirs,

Subject: Proposed Initial Public Offering of Equity Shares (the "Securities") by Fusion Micro Finance Limited (the "Issuer" or the "Company")

We hereby consent to use in the Red Herring Prospectus ("RHP") of Fusion Micro Finance Limited (the "Issuer" or the "Company") prepared under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "ICDR Regulations") to be submitted / filed with Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, with BSE Limited, the "Stock Exchanges") and Registrar of Companies, Delhi and Haryana at New Delhi, our report dated October 3, 2022 relating to the restated financial information as at and for the three month periods ended June 30, 2022 and 2021 and as at and for the years ended March 31, 2022, 2021 and 2020 (the "Restated Financial Information") and the statement of tax benefits dated October 14, 2022 (the "Tax Statement"), which appear in such RHP.

This consent is not a consent issued within the context of the requirements of the United States Securities Act of 1933, as amended or any other securities act in any other country other than the Republic of India. This consent is not to be reproduced in any document used in the marketing or sale of securities.

We also consent to the references to us as "Statutory Auditors" under the headings "Definitions and Abbreviations", "General Information" and in other sections in such RHP and references to us as required under Section 26 of the Companies Act, 2013, as amended (the "Act") read with the ICDR Regulations and as "Experts" as defined under Section 2(38) of the Act to the extent and in our capacity as an auditor and in respect of our report and the Tax Statement issued by us included in the RHP of the Issuer. The following information in relation to us may be disclosed:

Statutory Auditors' Name	:	Deloitte Haskins & Sells Chartered Accountants
Address	:	7 th Floor, Tower B, Building 10, DLF Cyber City, DLF Phase 2 Gurugram, Haryana – 122002 India
Telephone Number	:	0124 6792000
Firm Registration Number	:	015125N
Email	:	jagarwal@deloitte.com
Peer Review Certificate Number	:	013583



Deloitte Haskins & Sells

The above consents are subject to the condition that we do not accept any responsibility for any matters (including information sent to Book Running Lead Managers ("BRLMs")) or letters included in the RHP. Neither we nor our affiliates shall be liable to any investor or BRLMs or any other party in respect of the proposed offering. Further, the Company agrees to indemnify us and our affiliates and hold harmless from all third party (including investors and BRLMs) claims, damages, liabilities and costs arising consequent to our giving consent.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of, the report and the Tax Statement we have issued, covered by our consent above and are included in the RHP or (ii) limit our liability to any person which (a) cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities or (b) has been assumed by us contractually in connection with the proposed initial public offer of the Issuer.

We also authorize you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI and the Stock Exchanges.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.015125N)



Jitendra Agarwal
Partner
(Membership No. 87104)

Place: New Delhi
Date: 25 October, 2022

