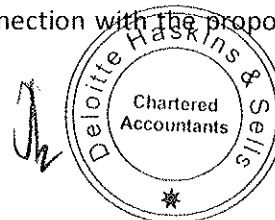


## INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors  
Fusion Micro Finance Limited

Dear Sirs,

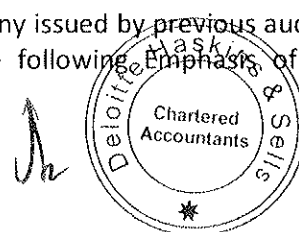
1. We have examined, as appropriate (refer paragraph 5 below), the attached Restated Financial Information of Fusion Micro Finance Limited (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at June 30, 2022 and 2021 and as at March 31, 2022, 2021 and 2020, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Cash Flow Statement, the Restated Statement of Changes in Equity for the three month periods ended June 30, 2022 and 2021 and for the years ended March 31, 2022, 2021 and 2020, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on September 30, 2022 for the purpose of inclusion in the Red Herring Prospectus and Prospectus (collectively, the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, [Delhi and Haryana at New Delhi] in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 1A to the Restated Financial Information. The responsibility of the Board of Directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 30, 2022 in connection with the proposed IPO of the Issuer.



## Deloitte Haskins & Sells

- b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Financial Information have been compiled by the management from:
- a) the audited Special Purpose Interim Ind AS Financial Statements of the Company as at and for the three month period ended June 30, 2022 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" as prescribed under Section 133 of the Act read with relevant rules issued thereunder, as amended, and other accounting principles generally accepted in India (the "Special Purpose Interim Ind AS Financial Statements"), which have been approved by the Board of Directors at their meeting held on September 30, 2022.
  - b) the audited Interim Ind AS Financial Statements of the Company as at and for the three month period ended June 30, 2021 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" as prescribed under Section 133 of the Act read with relevant rules issued thereunder, as amended, and other accounting principles generally accepted in India (the "June 2021 Interim Ind AS Financial Statements"), which have been approved by the Board of Directors at their meeting held on September 30, 2022.
  - c) the audited Ind AS financial statements of the Company as at and for the years ended March 31, 2022, 2021 and 2020, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with relevant rules issued thereunder, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 6, 2022, May 26, 2021 and June 22, 2020 respectively.
5. For the purpose of our examination, we have relied on:
- a) Auditor's report issued by us dated October 3, 2022 on the Special Purpose Interim Ind AS Financial Statements of the Company as at and for the three month period ended June 30, 2022 as referred in paragraph 4(a) above.
  - b) Auditor's report issued by Previous Auditors dated September 30, 2022 on the June 2021 Interim Ind AS Financial Statements of the Company as at and for the three month period ended June 30, 2021 as referred in paragraph 4(b) above.
  - c) Auditors' Report issued by the Previous Auditors dated May 6, 2022, May 26, 2021 and June 22, 2020 on the Ind AS financial statements of the Company as at and for the years ended March 31, 2022, 2021 and 2020 respectively, as referred in paragraphs 4(c) above.

The audit reports on the financial statements of the Company issued by previous auditors as referred in paragraph 4(b) and 4(c) above included the following Emphasis of Matter



# Deloitte Haskins & Sells

paragraphs, which have been reproduced below:

- i. For three-month period ended June 30, 2021

Emphasis of Matter – Outbreak of Coronavirus

We draw attention to Note 52 of the accompanying Interim Financial Statements which describes the impact of economic and social consequences of the COVID-19 pandemic on the Company's business and financial metrics, which continues to be dependent on uncertain future developments. Our opinion is not modified in respect of this matter.

- ii. For the Year ended March 31, 2022

Emphasis of matter

We draw attention to Note 53 of the financial statements which describes the impact of economic and social consequences of the COVID-19 pandemic on the Company's business and financial metrics, which continues to be dependent on uncertain future developments. Our opinion is not modified in respect of this matter.

- iii. For the Year ended March 31, 2021

Emphasis of matter

We draw attention to Note 53 of the financial statements which describes the impact of economic and social consequences of the COVID-19 pandemic on the Company's business and financial metrics which continue to be dependent on uncertain future developments. Our opinion is not modified in respect of this matter.

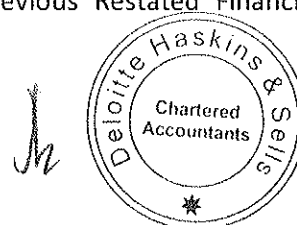
- iv. For the Year ended March 31, 2020

Emphasis of matter

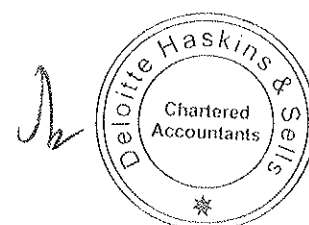
We draw attention to Note 54 of the financial statements, which describes the extent to which COVID-19 pandemic impact the Company's operations and financial results will depend on the future developments, which are largely uncertain. Our opinion is not modified in respect of this matter.

The audits for the three month period ended June 30, 2021 and for financial years ended March 31, 2022, 2021 and 2020 were conducted by the Company's previous auditors, and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statement of profit and loss (including other comprehensive income), restated statement of cash flows and restated statement of changes in equity, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Previous Restated Financial Information") examined by them for the said years.

The examination report included for the said years is based solely on the report submitted by the Previous Auditors. They have also confirmed that the Previous Restated Financial Information:



- i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the three month period ended June 30, 2021 and in the financial years ended March 31, 2022, 2021 and 2020 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the three month period ended June 30, 2022;
  - ii. there are no qualifications requiring adjustments in the auditors' reports on the audited financial statements of the Company as at and for three month period ended June 30, 2021, as at and for the years ended March 31, 2022, 2021 and 2020. Qualifications included in the Annexure A to the Auditor's Report issued under Companies (Auditor's Report) Order, 2016 for the year ended March 31, 2021 and March 31, 2020 and Companies (Auditor's Report) Order, 2020 for the year ended March 31, 2022, as applicable, issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, which do not require any corrective adjustments in the Restated Ind AS Financial Information have been disclosed in Note 65 to the Restated Ind AS Financial Information;; and
  - iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
6. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the Previous Auditors for the respective period/years as per paragraph 5(b) and 5(c) above, we report that the Restated Financial Information:
  - a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the three month period ended June 30, 2021 and in the financial years ended March 31, 2022, 2021 and 2020 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the three month period ended June 30, 2022;
  - b. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
  - c. have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited special purpose interim Ind AS financial statements/ Ind AS financial statements mentioned in paragraph 5 above.



## **Deloitte Haskins & Sells**

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Delhi and Haryana at New Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

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



**Jitendra Agarwal**  
Partner  
(Membership No. 87104)  
(UDIN:22087104AYFPGA4472)

Place: Gurugram  
Date : October 3, 2022

