33x50

Fusion Microfinance

FUSION MICRO FINANCE LIMITED

Our Company was originally incorporated as 'Ambience Fincap Private Limited' on September 5, 1994 at New Delhi, India as a private limited company under the Companies Act, 1956, and was granted a certificate of incorporation by Registrar of Companies, Delhi and Haryana at New Delhi ("**RoC**"). On January 9, 2003, the RBI granted a certificate of registration bearing registration no. B-14.02857 to our Company, for the registration of our Company as a non-deposit accepting non-banking financial company under Section 45IA of the Reserve Bank of India Act, 1934. Subsequently, the name of our Company was changed to 'Fusion Micro Finance Private Limited' and a fresh certificate of incorporation, dated April 19, 2010 was issued by the RoC to describe the business of the Company, post which the RBI granted a certificate of registration dated May 19, 2010 reflecting the change of name. Our Company was granted an 'NBFC – Microfinance Institution' status by the RBI with effect from January 28, 2014 and a modified certificate of registration bearing registration no. B-14.02857 was issued by the RBI to this effect. The name of our Company was further changed to Fusion Micro Finance Limited upon conversion to a public limited company and a fresh certificate of incorporation was issued by the RoC on July 20, 2021, post which a fresh certificate of registration as an NBFC (not accepting public deposits) dated October 1, 2021, was issued by the RBI reflecting the change in name of our Company. For details of changes in the name and registered office address of our Company, see "*History and Certain Corporate Matters*" on page 213 of the Prospectus.

Registered Office: H-1, C Block, Community Centre, Naraina Vihar, New Delhi - 110028, India; **Corporate Office**: Plot no. 86, Institutional Sector 32, Gurugram, Haryana - 122001, India. **Contact Person**: Deepak Madaan, Company Secretary and Compliance Officer; **Tel.**: +91- 011-46646600/ +91-124-6910500; **E-mail**: companysecretary@fusionmicrofinance.com; **Website**: www.fusionmicrofinance.com; **Corporate Identity Number**: U65100DL1994PLC061287

PROMOTERS OF OUR COMPANY: DEVESH SACHDEV, CREATION INVESTMENTS FUSION, LLC, CREATION INVESTMENTS FUSION II, LLC AND HONEY ROSE INVESTMENT LTD

Our Company has filed the Prospectus dated November 7, 2022 with the RoC on November 8, 2022 (the "Prospectus") and the Equity Shares are proposed to be listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and the trading will commence on November 15 , 2022.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 29,999,813 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF FUSION MICRO FINANCE LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 368 PER EQUITY SHARE INCLUDING A SECURITIES PREMIUM OF ₹ 358 PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING TO ₹ 11,039.93 MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF 16,304,347 EQUITY SHARES BY OUR COMPANY AGGREGATING TO ₹ 6,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE BY DEVESH SACHDEV, MINI SACHDEV, HONEY ROSE INVESTMENT LTD, CREATION INVESTMENTS FUSION, LLC, OIKOCREDIT ECUMENICAL DEVELOPMENT COOPERATIVE SOCIETY U.A., AND GLOBAL IMPACT FUNDS, S.C.A., SICAR (THE "SELLING SHAREHOLDERS"), OF 650,000 EQUITY SHARES, 100,000 EQUITY SHARES, 1,400,000 EQUITY SHARES, 1,400,000 EQUITY SHARES, 6,606,375 EQUITY SHARES AND 3,539,091 EQUITY SHARES, RESPECTIVELY, AGGREGATING TO ₹ 5,039.93 MILLION ("THE OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE 29.81% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OFFER PRICE: ₹ 368 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH
ANCHOR INVESTOR OFFER PRICE: ₹ 368 PER EQUITY SHARE
THE OFFER PRICE IS 36.8 TIMES THE FACE VALUE OF THE EQUITY SHARES

RISKS TO INVESTORS

- The Weighted Average Cost acquisition of all Equity Shares transacted in last three years and one year preceding the date of the Prospectus:

Period	Weighted Average Cost of Acquisition (in ₹)	Upper End of the Price Band (₹ 368) is 'X' times the Weighted Average Cost of Acquisition	Range of Acquisition Price: Lowest Price - Highest Price (in ₹)
Last 1 year	Nil	Nil	Nil
Last 3 years	290.48	1.27	Nil

As certified by K. K. Mankeshwar & Co., Chartered Accountants by way of their certificate dated October 27, 2022.
* Weighted average cost means total Equity Share capital including securities premium issued during last one year and three years preceding the date of the Prospectus divided by total number of Equity Shares.

- The Price/Earnings ratio based on diluted EPS for Fiscal 2022 for our Company at Offer Price is 139.39 and Price/Earnings ratio of the average industry peer group as on the date of RHP is 114.50 .
- Weighted Average Return on Net Worth for Fiscals 2022, 2021 & 2020 is 2.96% and Return on Net Worth for the three months period ended June 30, 2022 is 5.30% (not annualised).
- Average cost of acquisition of Equity Shares for the Selling Shareholders ranges from ₹ 16.02 per Equity Share to ₹ 194.94 per Equity Share and Offer Price is ₹ 368 per Equity Share.

RISK FACTORS ASSOCIATED WITH OUR COMPANY ARE:

- An increase in the level of our NPAs or our provisions may adversely affect our business, financial condition, results of operations and cash flows. We made provisions with respect to our NPA portfolio (i.e. Stage III assets) of 63.32%, 54.56%, 71.26%, 60.00% and 66.07% in the three months ended June 30, 2022 and 2021, and the financial years 2022, 2021 and 2020, respectively. If our NPAs increase, we will be required to increase our provisions, which would result in our net profit being less than it otherwise would be.
- As of June 30, 2022, our borrowers are served across 19 states, with major concentration in 5 states i.e. Bihar, Uttar Pradesh, Odisha, Madhya Pradesh and Tamil Nadu, amounting to 66.12% of our AUM.
- A large portion of our collections and disbursements from customers are in cash, exposing us to certain operational risks. such as risk of theft, fraud, misappropriation or unauthorized transactions. For the three months ended June 30, 2022 and the financial years 2022, 2021 and 2020, ₹723.85 million, ₹3,392.84 million, ₹3,729.39 million, ₹15,946.42 million respectively, loans were disbursed through cash. For the same periods, ₹15,269.03 million, ₹46,482.43 million, ₹32,540.53 million and ₹31,874.18 million, respectively, of our collections were in cash. We have experienced certain instances of misappropriation or unauthorized transactions by certain employees over the last three financial years and the three months ended June 30, 2022, including cash embezzlements which (i) aggregated to an amount of ₹3.03 million, out of which ₹1.52 million had been recovered, during the three months ended June 30, 2022, (ii) aggregated to an amount of ₹12.67 million, out of which ₹5.96 million had been recovered, during the financial year 2022, (iii) aggregated to an amount of ₹9.77 million, out of which ₹5.18 million had been recovered, during the financial year 2021 and (iv) aggregated to an amount of ₹5.01 million, out of which ₹2.12 million had been recovered, during the financial year 2020. During the last three financial years and the three months ended June 30, 2022, we registered 141 cases of theft and robbery, which were for an aggregate amount of ₹11.67 million.
- For the three months ended June 30, 2022 and the financial years 2022, 2021 and 2020, our net interest Income amounted to ₹1,846.67 million, ₹5,606.67 million, ₹4,308.93 million and ₹3,123.00 million, respectively. An increase in interest rates applicable to our liabilities, without a corresponding increase in interest rates applicable to our assets, will result in a decline in our net interest income. Changes in market interest rates affect the interest rates we charge on our loans differently from the interest rates we pay on our interest-bearing liabilities. An increase in interest rates could result in an increase in interest expense relative to interest income if we are not able to increase the rates charged on our portfolio loans and advances or if the volume of our interest-bearing liabilities is larger or growing faster than the volume of our loans.
- The Four BRLMs associated with the Offer have handled 75 public issues in the past three Fiscal Years, out of which 24 issues closed below the offer price on the listing date.

Name of BRLMs	Total Issues	Issues closed below IPO Price on listing date
ICICI Securities Limited*	23	9
CLSA*	1	-
IIFL*	11	5
JM Financial*	11	-
Common Issues of above BRLMs	29	10
Total	75	24

*Issues handled where there were no common BRLMs

BID/OFFER PERIOD:
OPENED ON: WEDNESDAY, NOVEMBER 2, 2022
CLOSED ON: FRIDAY, NOVEMBER 4, 2022
ANCHOR INVESTOR BIDDING DATE WAS: TUESDAY, NOVEMBER 1, 2022

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Offer was made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIB Portion**"). Our Company through its IPO Committee in consultation with the BRLMs has allocated up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares were added to the Net QIB Portion. Further 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion were added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer was made available for allocation to Non-Institutional Bidders ("Non-Institutional Portion") of which one-third of the Non-Institutional Portion was made available for allocation to Bidders with a Bid size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion was made available for allocation to Bidders with a Bid size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion was allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price and not less than 35% of the Offer was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) were required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts and UPI ID (in case of RIBs), if applicable, in which the corresponding Bid Amounts were blocked by the SCSBs or under the UPI Mechanism, as applicable. Anchor Investors were not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 415 of the Prospectus.

The bidding for Anchor Investor opened and closed on Tuesday, November 1, 2022. The company received 17 applications from 14 anchor investors for 92,79,160 equity shares. The Anchor investor price was finalized at ₹ 368 per Equity Share. A total of 8,999,943 shares were allocated under the Anchor Investor Portion aggregating to ₹ 3,311,979,024.00.

The Offer received 1,25,325 applications for 7,25,34,520 Equity Shares (prior to technical rejections) resulting in 2.4178 times subscription. The details of the applications received in the Offer from various categories are as under: (before technical rejections):

Sr. No.	Category	No. of Applications Applied	No. of Equity Shares	Equity Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
A.	Retail Individual Bidders	1,20,778	57,64,800	1,04,99,935	0.5490	2,12,14,82,400.00
B.	Non-Institutional Bidders (More than ₹ 2 lakhs and upto ₹ 10 lakhs)	2,882	16,96,880	14,99,991	1.1313	62,42,98,320.00
C.	Non-Institutional Bidders (More than ₹ 10 lakhs)	1,628	46,74,240	29,99,981	1.5581	1,72,00,78,640.00
D.	Qualified Institutional Bidders (excluding Anchor Investors)	20	5,11,19,440	59,99,963	8.5200	18,81,19,53,920.00
E.	Anchor Investors	17	92,79,160	89,99,943	1.0310	3,41,47,30,880.00
	Total	**1,25,325**	**7,25,34,520**	**2,99,99,813**	**2.4178**	**26,69,25,44,160.00**

Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date at different Bid prices is as under:

Bid price	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
350	95,920	0.14	95,920	0.14
351	5,840	0.01	1,01,760	0.15
352	1,440	0.00	1,03,200	0.15
353	400	0.00	1,03,600	0.15
354	400	0.00	1,04,000	0.15
355	8,880	0.01	1,12,880	0.16
356	680	0.00	1,13,560	0.16
357	160	0.00	1,13,720	0.16
358	4,440	0.01	1,18,160	0.17
359	2,680	0.00	1,20,840	0.17
360	18,120	0.03	1,38,960	0.20
361	1,120	0.00	1,40,080	0.20
362	600	0.00	1,40,680	0.20
363	320	0.00	1,41,000	0.20
364	320	0.00	1,41,320	0.20
365	10,000	0.01	1,51,320	0.22
366	2,480	0.00	1,53,800	0.22
367	4,960	0.01	1,58,760	0.23
368	5,95,15,600	85.55	5,96,74,360	85.78
Cut-off	98,95,120	14.22	6,95,69,480	100.00
TOTAL	**6,95,69,480**	**100.00**		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE, on November 10, 2022.

A. Allotment to Retail Individual Bidders (after technical rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Bidders, who have bid at the Cut-Off Price or at the Offer Price of ₹ 368 per Equity Share, was finalized in consultation with NSE. This category has been subscribed to the extent of 0.5009 times. The total number of Equity Shares Allotted in Retail Portion is 52,59,560 Equity Shares to 1,10,503 successful Retail Individual Bidders. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
40	1,03,779	93.92	41,51,160	78.93	40	1:1	41,51,160
80	3,499	3.17	2,79,920	5.32	80	1:1	2,79,920
120	1,137	1.03	1,36,440	2.59	120	1:1	1,36,440
160	397	0.36	63,520	1.21	160	1:1	63,520
200	415	0.38	83,000	1.58	200	1:1	83,000
240	134	0.12	32,160	0.61	240	1:1	32,160
280	195	0.18	54,600	1.04	280	1:1	54,600
320	38	0.03	12,160	0.23	320	1:1	12,160
360	29	0.03	10,440	0.20	360	1:1	10,440
400	148	0.13	59,200	1.13	400	1:1	59,200
440	24	0.02	10,560	0.20	440	1:1	10,560
480	44	0.04	21,120	0.40	480	1:1	21,120
520	664	0.60	3,45,280	6.56	520	1:1	3,45,280
TOTAL	**1,10,503**	**100.00**	**52,59,560**	**100.00**			**52,59,560**

B. Allotment to Non-Institutional Bidders (more than ₹ 2 lakhs and upto ₹ 10 lakhs) (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Offer Price of ₹ 368 per Equity Share, was finalized in consultation with NSE. The Non-Institutional Portion has been subscribed to the extent of 0.8986 times. The total number of Equity Shares Allotted in this category is 13,47,960 Equity Shares to 2,297 successful Non-Institutional Bidders. The category-wise details of the Basis of Allotment are as under: (Sample)

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
560	2194	95.52	12,28,640	91.15	560	1:1	12,28,640
600	23	1.00	13,800	1.02	600	1:1	13,800
640	7	0.30	4,480	0.33	640	1:1	4,480
720	2	0.09	1,440	0.11	720	1:1	1,440
760	6	0.26	4,560	0.34	760	1:1	4,560
800	10	0.44	8,000	0.59	800	1:1	8,000
840	4	0.17	3,360	0.25	840	1:1	3,360
880	1	0.04	880	0.07	880	1:1	880
1,000	3	0.13	3,000	0.22	1,000	1:1	3,000
1,040	1	0.04	1,040	0.08	1,040	1:1	1,040
1,080	3	0.13	3,240	0.24	1,080	1:1	3,240
1,120	5	0.22	5,600	0.42	1,120	1:1	5,600
1,200	3	0.13	3,600	0.27	1,200	1:1	3,600
1,320	8	0.35	10,560	0.78	1,320	1:1	10,560
1,360	6	0.26	8,160	0.61	1,360	1:1	8,160
1,400	1	0.04	1,400	0.10	1,400	1:1	1,400
1,600	4	0.17	6,400	0.47	1,600	1:1	6,400
1,640	1	0.04	1,640	0.12	1,640	1:1	1,640
1,800	1	0.04	1,800	0.13	1,800	1:1	1,800
2,000	1	0.04	2,000	0.15	2,000	1:1	2,000
2,200	1	0.04	2,200	0.16	2,200	1:1	2,200
2,680	12	0.52	32,160	2.39	2,680	1:1	32,160
TOTAL	**2,297**	**100.00**	**13,47,960**	**100.00**			**13,47,960**

C. Allotment to Non-Institutional Bidders (more than ₹ 10 lakhs) (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Offer Price of ₹ 368 per Equity Share, was finalized in consultation with NSE. This category has been subscribed to the extent of 0.7675 (including spillover from Retail Bidders and Non-Institutional Bidders for more than ₹ 2 lakhs and upto ₹ 10 lakhs). The total number of Equity Shares Allotted in Non-Institutional Bidders (more than ₹ 10 lakhs) is 33,47,520 Equity Shares (including spillover of 1,52,031 Equity Shares from Non-Institutional Bidders for more than ₹ 2 lakhs and upto ₹ 10 lakhs and 1,95,508 from Retail Bidders to 1,141 successful applicants. The category-wise details of the Basis of Allotment are as under: (Sample)

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
2,720	1108	97.11	30,13,760	90.03	2,720	1:1	30,13,760
2,760	7	0.61	19,320	0.58	2,760	1:1	19,320
2,800	3	0.26	8,400	0.25	2,800	1:1	8,400
2,840	2	0.18	5,680	0.17	2,840	1:1	5,680
2,880	1	0.09	2,880	0.09	2,880	1:1	2,880
2,960	2	0.18	5,920	0.18	2,960	1:1	5,920
3,000	3	0.26	9,000	0.27	3,000	1:1	9,000
4,000	1	0.09	4,000	0.12	4,000	1:1	4,000
5,440	1	0.09	5,440	0.16	5,440	1:1	5,440
5,600	1	0.09	5,600	0.17	5,600	1:1	5,600
6,000	1	0.09	6,000	0.18	6,000	1:1	6,000
6,800	1	0.09	6,800	0.20	6,800	1:1	6,800
7,000	1	0.09	7,000	0.21	7,000	1:1	7,000
8,160	1	0.09	8,160	0.24	8,160	1:1	8,160
13,600	2	0.18	27,200	0.81	13,600	1:1	27,200
27,160	1	0.09	27,160	0.81	27,160	1:1	27,160
27,200	3	0.26	81,600	2.44	27,200	1:1	81,600
49,280	1	0.09	49,280	1.47	49,280	1:1	49,280
54,320	1	0.09	54,320	1.62	54,320	1:1	54,320
TOTAL	**1,141**	**100.00**	**33,47,520**	**100.00**			**33,47,520**

D. Allotment to QIBs (After Technical Rejections)

Allotment to QIBs, who have bid at the Offer Price of ₹ 368 per Equity Share, has been done on a proportionate basis in consultation with NSE. This category has been subscribed to the extent of 4.6283 (including spillover from Retail Bidders and Non-Institutional Bidders) times of Net QIB portion. As per the SEBI Regulations, Mutual Funds were allotted 5% of the Equity Shares of Net QIB portion available i.e. 5,52,243 Equity Shares (including spillover of 2,01,553 Equity Shares from Retail Bidders and 50,691 Equity Shares from Non-Institutional Bidders) and other QIBs and unsatisfied demand of Mutual Funds were allotted the remaining available Equity Shares i.e. 1,04,92,587 Equity Shares (including spillover of 38,29,504 Equity Shares from Retail Bidder and 9,63,119 Equity Shares from Non-Institutional Bidders) on a proportionate basis. The total number of Equity Shares allotted in the QIB category is 1,10,44,830 Equity Shares, which were allotted to 20 successful Applicants.

Category	FIs/Banks	MFs	ICs	NBFCs	AIF	FPC	Vcs	TOTAL
QIB	20,750	28,41,225	2,14,262	4,51,349	4,90,551	70,26,693	-	**1,10,44,830**

E. Allotment to Anchor Investors

The Company, in consultation with the BRLMs, have allocated 89,99,943 Equity Shares to 14 Anchor Investors (through 17 Applications) at the Anchor Investor Offer Price of ₹368 per Equity Share in accordance with the SEBI ICDR Regulations. This represents 60% of the QIB Portion.

Category	FIs/Banks	MFs	Ics	NBFCs	AIF	FPC	Others	Total
Anchor investors	-	42,97,400	13,31,600	4,07,560	2,17,416	27,45,967	-	**89,99,943**

The IPO Committee of our Company on November 10, 2022 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being NSE and has allotted the Equity Shares to various successful Bidders. The Allotment Advice-Cum Refund Intimations and/or notices has been emailed or dispatched to the email ids or addresses of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds and transfer to Public Offer Account have been issued on November 10, 2022 and payment to non-Syndicate brokers have been issued on November 10, 2022. In case the same is not received within ten days, investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on November 11, 2022 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the Listing application with NSE and BSE on November 11, 2022. The Company has received listing and trading approval from NSE and BSE and the trading will commence on November 15, 2022 .

Note: All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus.

INVESTORS PLEASE NOTE

The details of the allotment made has been hosted on the website of the Registrar to the Offer, Link Intime India Private Limited at www.linkintime.co.in

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the First/ sole Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary at the address given below:

LINK Intime

Link Intime India Private Limited
C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India
Tel: +91 22 4918 6200; **E-mail**: fusion.ipo@linkintime.co.in
Investor grievance e-mail: fusion.ipo@linkintime.co.in
Contact person: Shanti Gopalkrishnan; **Website**: www.linkintime.co.in
SEBI Registration: INR000004058

For **FUSION MICRO FINANCE LIMITED**
On behalf of the Board of Directors
Sd/-
Company Secretary and Compliance Officer

Place: New Delhi
Date: November 14, 2022

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF FUSION MICRO FINANCE LIMITED.

FUSION MICRO FINANCE LIMITED has filed the Prospectus dated November 7, 2022 with RoC. The Prospectus shall be available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and is available on the websites of the BRLMs, i.e. ICICI Securities Limited, CLSA India Private Limited, IIFL Securities Limited and JM Financial Limited at www.icicisecurities.com, www.india.clsa.com, www.iiflcap.com and www.jmfl.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "*Risk Factors*" on page 27 of the Prospectus. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons as defined in Regulation S under the U.S. Securities Act ("**U.S. Persons**") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Company has not registered and does not intend to register under the U.S. Investment Company Act of 1940 (the "**U.S. Investment Company Act**") in reliance upon section 3(c)(7) thereof. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to or for the account or benefit of, U.S. Persons in each case that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the U.S. Investment Company Act) in reliance upon section 3(c)(7) of the U.S. Investment Company Act; and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.