



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

Fusion Finance Limited

(Formerly Fusion Micro Finance Limited)

Last approved on: February 12, 2025

1. INTRODUCTION

1.1 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (“Regulations”) require all companies listed on stock exchanges to frame and upload on its website a code of practices and procedure for fair disclosure of unpublished price sensitive information.

1.2 As per the requirement of the said regulations, Fusion Finance Limited (“the Company”) has adopted this code of practices and procedures for fair disclosure of unpublished price sensitive information in line with the principles set out in Schedule A of the Regulations.

2. SCOPE

Company shall adhere to the practices and procedures detailed in this code in order to ensure fair disclosure of events and occurrence that could potentially impact price of listed securities of the Company in the market.

3. TERMS & DEFINITIONS

3.1 “Unpublished Price Sensitive information” (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure

(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

(v) changes in key managerial personnel;

3.2 “legitimate purposes” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2018 or of any other Regulations that may be in force for the time being.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

4. CHIEF INVESTOR RELATIONS OFFICER (“CIRO”)

The Company Secretary and Chief Compliance Officer or any other senior officer as duly authorised by the Board of Directors of the Company, shall serve as the ‘Chief Investor Relations Officer’ for the purposes of this Policy to deal with dissemination of information and disclosure of UPSI.

5. PRINCIPAL OF FAIR DISCLOSURES

The Company,

- i) Shall make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available except when otherwise required for the purpose of maintaining the confidentiality of the information. Towards this objective, the Company shall make the availability of such UPSI accessible without any discrimination and disclose various corporate events and other material events or information upon them becoming finalised/approved.
- ii) Shall ensure
 - a) uniform & universal disclosure of UPSI through the Stock exchange(s)
 - b) public dissemination of the said information on a non-discriminatory basis
- iii) Shall designate a senior official as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI. The CIRO can be contacted for any queries or clarifications as regards dissemination of UPSI
- iv) Shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v) Shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities as per applicable provisions of rumor verification of SEBI LODR.
- vi) Shall ensure that any information shared, with analysts and/or research personnel or at any investor relation conferences, is not an UPSI. While dealing with analysts or research persons or large investors like institutions, only publicly available information shall be provided.
- vii) Shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made. The presentations made to analysts along with transcripts, audio/video recordings, press release are placed on the Company's website as well as Stock exchange(s) website.
- viii) Shall handle all UPSI on a need to know basis. -Any information that may be potentially construed or classified as UPSI would be handled on a 'Need to Know' basis and in furtherance of legitimate purpose, performance of duties or discharge of legal obligations

6. AMENDMENT:

This Code will be reviewed by the Board as and when required. The Company will promptly intimate any amendment to this Code to the Stock Exchanges where the Company's Securities are listed, as required under the Insider Trading Regulations.

Notwithstanding the above, this Code will stand amended to the extent of any change in applicable laws, including any amendment to the SEBI PIT Regulations, without any action from the Company or approval of the Board of Directors or Shareholders of the Company.