

Schedule II

Consent Letter from Investor Selling Shareholders

Date: July 31, 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

I, Mini Sachdev, daughter of Sh. Jugal Kishore Nagpal, resident of House No. 8, Club Road, Malibu Town, Gurgaon, Haryana - 122018, holder of passport number Z4215434, do confirm that I hold 3,09,500 Equity Shares, representing 0.36 % of the pre-Offer Equity Share capital of the Company.

Consents

I hereby consent to the inclusion of up to 2,00,000 (Two Lakh only) Equity Shares (the **"Offered Shares"**) held by me 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.

I hereby consent to the inclusion of my name as a selling shareholder, specifically, as an Promoter Group 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"**).

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

I confirm that I 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, and may not be passed or relied upon by any person for any purpose other than in relation to the Offer.

The consents provided by way of this letter shall cease to be effective if the Offer is not completed prior to the earlier of: (i) August 31, 2022, if the consummation of the Offer has not happened by such date; (ii) the date on which the board of directors of the Company decide not to undertake the Offer; or (iii) the offer agreement or the engagement letter in relation to the Offer is terminated in relation to ourselves, whichever is earlier. My obligation to intimate the Company and the BRLMs of any changes in relation to the information mentioned in this letter shall cease as on the date of the termination of this letter

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

Mini Sachdev



Authorised Signatory

Name: Mini Sachdev

Designation: Selling shareholder

Encl.: As above

cc:

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