

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65100DL1994PLC061287

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACA0140Q

(ii) (a) Name of the company

FUSION MICRO FINANCE LIMIT

(b) Registered office address

H-1, C Block, Community Centre, Naraina Vihar,  
New Delhi  
New Delhi  
Delhi  
110028

(c) \*e-mail ID of the company

deepak.madaan@fusionmicrof

(d) \*Telephone number with STD code

01246910617

(e) Website

www.fusionmicrofinance.com

(iii) Date of Incorporation

05/09/1994

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent



LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

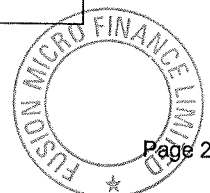
## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	90,000,000	84,326,388	84,326,388	84,326,388
Total amount of equity shares (in Rupees)	900,000,000	843,263,880	843,263,880	807,779,832

Number of classes



Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Equity Shares</b>				
Number of equity shares	90,000,000	84,326,388	84,326,388	84,326,388
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	900,000,000	843,263,880	843,263,880	807,779,832

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,000,000	0	0	0
Total amount of preference shares (in rupees)	50,000,000	0	0	0

Number of classes

1

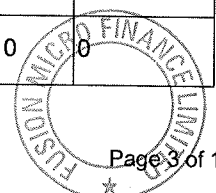
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Optionally Convertible Preference Shares</b>				
Number of preference shares	5,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	50,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

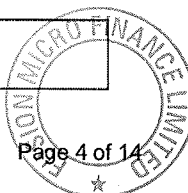
Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	11,826,190	72,500,198	84326388	843,263,880	807,779,832	
<b>Increase during the year</b>	0	5,154,920	5154920	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0



v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	5,154,920	5154920	0	0	
Due to conversion into Demat						
<b>Decrease during the year</b>	5,154,920	0	5154920	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	5,154,920	0	5154920	0	0	
Due to conversion into Demat						
<b>At the end of the year</b>	6,671,270	77,655,118	84326388	843,263,880	807,779,830	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE139R01012



(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

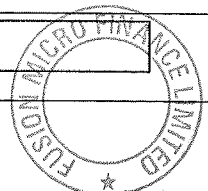
Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		28/07/2020	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			



Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	10,236	1000000/10000000	10,701,710,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			<b>10,701,710,000</b>

Details of debentures



Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	4,795,255,819	6,600,000,000	693,545,819	10,701,710,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

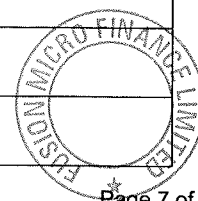
8,558,119,913

(ii) Net worth of the Company

12,463,551,957

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,858,414	6.95	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	



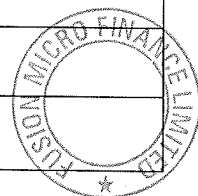
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	5,858,414	6.95	0	0

Total number of shareholders (promoters)

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	39,468	0.05	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	76,443,768	90.65	0	
10.	Others Employees and Trust	1,984,738	2.35	0	





	<b>Total</b>	78,467,974	93.05	0	0
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Total number of shareholders (other than promoters) 45

Total number of shareholders (Promoters+Public/  
Other than promoters) 47

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

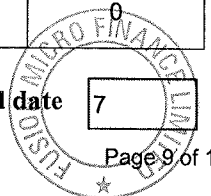
Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	36	45
Debenture holders	16	30

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	6.59	0
<b>B. Non-Promoter</b>	0	3	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	2	0	2	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	5	1	4	6.59	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 7



**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Devesh Sachdev	02547111	Managing Director	5,553,414	
Kenneth Dan Vander W	02545813	Nominee director	0	
Narendra Ostawal	06530414	Nominee director	0	
Ratna Dharashree Vish	07278291	Director	0	
Namrata Kaul	00994532	Director	0	
Gaurav Maheshwari	ALTPM8039K	CFO	0	
Deepak Madaan	AOKPM6125Q	Company Secretar	1,000	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Pradip Kumar Saha	02947368	Director	05/02/2021	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

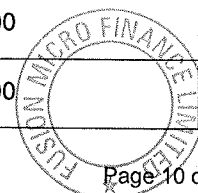
Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/07/2020	38	13	97.64

**B. BOARD MEETINGS**

\*Number of meetings held 5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/06/2020	6	6	100
2	22/06/2020	6	6	100



S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	19/08/2020	6	6	100
4	09/11/2020	6	6	100
5	05/02/2021	6	6	100

### C. COMMITTEE MEETINGS

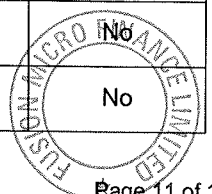
Number of meetings held

70

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/06/2020	3	3	100
2	Audit Committee	19/08/2020	3	3	100
3	Audit Committee	09/11/2020	3	3	100
4	Audit Committee	05/02/2021	3	3	100
5	Nomination and Remuneration	22/06/2020	4	4	100
6	Nomination and Remuneration	19/08/2020	4	4	100
7	Nomination and Remuneration	09/11/2020	4	4	100
8	Nomination and Remuneration	05/02/2021	4	4	100
9	Corporate Social Responsibility	22/06/2020	3	3	100
10	Corporate Social Responsibility	19/08/2020	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 16/06/2021 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Devesh Sachdev	5	5	100	62	62	100	Yes
2	Kenneth Daniel	5	5	100	4	4	100	No
3	Narendra Ostwal	5	5	100	12	12	100	No



4	Ratna Dharas	5	5	100	27	27	100	Yes
5	Namrata Kaul	5	5	100	11	11	100	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Devesh Sachdev	Managing Direct	13,106,650			12,802,807	25,909,457
	Total		13,106,650			12,802,807	25,909,457

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Devesh Sachdev	Managing Direct	13,106,650			12,802,807	25,909,457
2	Deepak Madaan	Company Secre	2,333,594			1,082,400	3,415,994
3	Gaurav Maheshwar	CFO	4,423,080			2,082,400	6,505,480
	Total		19,863,324		0	15,967,607	35,830,931

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

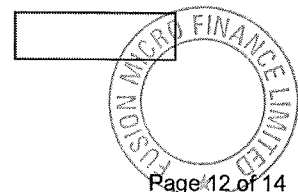
**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil



Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

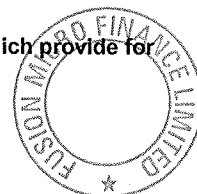
I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by



Director

DEVEESH SACHDEV  
Digitally signed by DEVEESH SACHDEV  
Date: 2021.08.03 19:57:26 +05'30'

DIN of the director

02547111

To be digitally signed by

DEEPAK MADDAAN  
Digitally signed by DEEPAK MADDAAN  
Date: 2021.08.04 10:25:38 +05'30'

Company Secretary

Company secretary in practice

Membership number

24811

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach  
Attach  
Attach  
Attach

**List of attachments**

List of shareholders and Debentureholders  
MGT-8-Fusion-2021.pdf  
Detail of transfer of shares.pdf  
Detail of the additional Committee meeting  
Clarification.pdf

Remove attachment

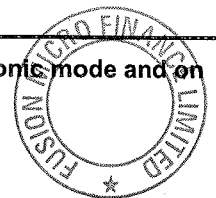
Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



**Fusion**  
Microfinance**Fusion Microfinance Limited**  
(Formerly known as Fusion Micro Finance Private Limited)**Clarification**

Subsequent, to the closure of the Financial Year ended March 31, 2021, in accordance with the applicable laws in relation to the proposed initial public offering by the Company, in the meeting of Board of Directors held on July 25, 2021, the following were classified as Promoter(s) of the Company:

1. Mr. Devesh Sachdev
2. Honey Rose Investment Ltd,
3. Creation Investments Fusion, LLC
4. Creation Investments Fusion II, LLC

In this regard, please note that in point no. VII 'NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS' of Form MGT-7, the 'Promoters' (at the beginning of the year and at the end of the year) include Mr. Devesh Sachdev (as promoter) and Ms. Mini Sachdev (as promoter group). Honey Rose Investment Ltd, Creation Investments Fusion, LLC and Creation Investments Fusion II, LLC were included under the head 'Members (other than promoters)', and their shareholding was included under the head "Body Corporate" in point no.VI(b) 'SHARE HOLDING PATTERN – Public/Other than promoters' of Form MGT-7. Hence, this is now being updated.

**For Fusion Micro Finance Limited**

**Devesh Sachdev**  
**MD & CEO**  
**DIN: 02547111**



**ADD: 8, CLUB ROAD, MALIBU TOWNE, SECTOR – 47, GURGAON, HARYANA – 122018**

**Encl: Certified True Copy (CTC) of Board Resolution**



**Fusion**  
Microfinance

# Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE THIRD MEETING OF THE BOARD OF DIRECTORS ("THE BOARD") OF FUSION MICRO FINANCE LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2021-22 THROUGH VIDEO - CONFERENCING ON SUNDAY, THE 25<sup>TH</sup> DAY OF JULY, 2021 AT 05:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT PLOT NO. 86, INSTITUTIONAL SECTOR 32, GURUGRAM, HARYANA – 122001**

**CONSIDER AND TAKE ON RECORD THE PROMOTERS OF THE COMPANY**

**"RESOLVED THAT** the Board takes on record that Mr. Devesh Sachdev, MD & CEO, Honey Rose Investment Ltd, Creation Investments Fusion , LLC and Creation Investments Fusion II, LLC shall be identified as the promoters of Fusion Micro Finance Limited (the **"Company"**) under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended and the Companies Act, 2013, as amended, for all, regulatory, statutory and other purposes including for the purpose of disclosure in the draft red herring prospectus to be filed by the Company with the Securities and Exchange Board of India (**"SEBI"**), the stock exchanges where the equity shares of the Company are proposed to be listed (**"Stock Exchanges"**) and any other relevant statutory agency or authority (**"Draft Red Herring Prospectus"**) and the red herring prospectus (**"Red Herring Prospectus"**) and prospectus (**"Prospectus"**, and together with the Draft Red Herring Prospectus and Red Herring Prospectus, the **"Offer Documents"**) to be filed by the Company with SEBI, the Stock Exchanges and any other relevant statutory agency or authority.

**RESOLVED FURTHER THAT** to give effect to the above resolutions, Mr. Devesh Sachdev, Managing Director & CEO and Mr. Deepak Madaan, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.

**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required."

**For Fusion Micro Finance Limited**

**Devesh Sachdev**  
MD & CEO  
DIN: 02547111



**ADD: 8, CLUB ROAD, MALIBU TOWNE, SECTOR – 47, GURGAON, HARYANA - 122018**



# **ALOK CHANDRA SINGH & ASSOCIATES**

## **COMPANY SECRETARIES**

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of Fusion Micro Finance Limited (CIN: U65100DL1994PLC061287) [the "Company"] ("formerly known as Fusion Micro Finance Private Limited") as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:


- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
  4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. closure of Register of Members / Security holders, as the case may be;
  6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; *No such advances/loans were given by the Company.*
  7. contracts/arrangements with related parties as specified in section 188 of the Act; *No such contracts/arrangement were made.*
  8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;



9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; *No such act was required to be done by the Company during the year.*
10. declaration/ payment of dividend and to transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; *No Dividend was paid and therefore, there was no requirement of transferring any amount to the Investor Education and Protection Fund during the year.*
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; *No such approval was required to be taken by the Company during the year.*
15. acceptance/ renewal/ repayment of deposits; *The Company did not accept, renew and repay any deposits during the year.*
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; *The Company did not make any borrowings from the members or directors during the year.*
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; *No such loan or advance was made during the year.*
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. *No such alteration was made.*

Place: Ghaziabad  
Date: 29-07-2021



  
(ALOK CHANDRA SINGH)  
C.P. No.: 8976  
UDIN: FO07970C000707955



# Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

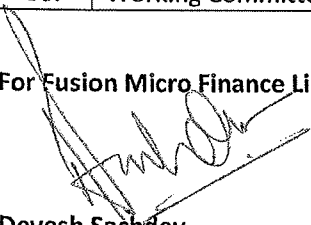
## Additional detail of Committee Meetings held during the Financial Year 2020 -21

S. No.	Type of Meeting	Date of Meeting	Total number of members as on the date of the meeting	Attendance	
				No. of members attended	%of attendance
1.	Corporate Social Responsibility Committee	09-11-2020	3	3	100%
2.	Corporate Social Responsibility Committee	05-02-2021	3	3	100%
3.	Board Risk Management Committee	22-06-2020	4	4	100%
4.	Board Risk Management Committee	19-08-2020	4	4	100%
5.	Board Risk Management Committee	09-11-2020	4	4	100%
6.	Board Risk Management Committee	05-02-2021	4	4	100%
7.	Asset Liability Management Committee	22-06-2020	2	2	100%
8.	Asset Liability Management Committee	19-08-2020	2	2	100%
9.	Asset Liability Management Committee	09-11-2020	2	2	100%
10.	Asset Liability Management Committee	05-02-2021	2	2	100%
11.	IT Strategy Committee	22-06-2020	3	3	100%
12.	IT Strategy Committee	09-11-2020	3	3	100%
13.	IT Strategy Committee	05-02-2021	3	3	100%
14.	Debenture Committee	10-06-2020	2	2	100%
15.	Debenture Committee	19-06-2020	2	2	100%
16.	Debenture Committee	27-06-2020	2	2	100%
17.	Debenture Committee	30-06-2020	2	2	100%
18.	Debenture Committee	10-07-2020	2	2	100%
19.	Debenture Committee	28-07-2020	2	2	100%
20.	Debenture Committee	29-07-2020	2	2	100%
21.	Debenture Committee	31-07-2020	2	2	100%
22.	Debenture Committee	05-08-2020	2	2	100%
23.	Debenture Committee	12-08-2020	2	2	100%
24.	Debenture Committee	17-09-2020	2	2	100%
25.	Debenture Committee	01-10-2020	2	2	100%
26.	Debenture Committee	02-11-2020	2	2	100%
27.	Debenture Committee	13-11-2020	2	2	100%
28.	Debenture Committee	19-11-2020	2	2	100%
29.	Debenture Committee	23-12-2020	2	2	100%



30.	Debenture Committee	10-03-2021	2	2	100%
31.	Debenture Committee	18-03-2021	2	2	100%
32.	Debenture Committee	30-03-2021	2	2	100%
33.	Working Committee	12-05-2020	2	2	100%
34.	Working Committee	18-05-2020	2	2	100%
35.	Working Committee	02-06-2020	2	2	100%
36.	Working Committee	08-07-2020	2	2	100%
37.	Working Committee	07-08-2020	2	2	100%
38.	Working Committee	31-08-2020	2	2	100%
39.	Working Committee	07-09-2020	2	2	100%
40.	Working Committee	18-09-2020	2	2	100%
41.	Working Committee	25-09-2020	2	2	100%
42.	Working Committee	30-09-2020	2	2	100%
43.	Working Committee	08-10-2020	2	2	100%
44.	Working Committee	16-10-2020	2	2	100%
45.	Working Committee	03-11-2020	2	2	100%
46.	Working Committee	23-11-2020	2	2	100%
47.	Working Committee	27-11-2020	2	2	100%
48.	Working Committee	07-12-2020	2	2	100%
49.	Working Committee	11-12-2020	2	2	100%
50.	Working Committee	17-12-2020	2	2	100%
51.	Working Committee	19-12-2020	2	2	100%
52.	Working Committee	24-12-2020	2	2	100%
53.	Working Committee	06-01-2021	2	2	100%
54.	Working Committee	18-01-2021	2	2	100%
55.	Working Committee	23-02-2021	2	2	100%
56.	Working Committee	04-03-2021	2	2	100%
57.	Working Committee	16-03-2021	2	2	100%
58.	Working Committee	18-03-2021	2	2	100%
59.	Working Committee	25-03-2021	2	2	100%
60.	Working Committee	30-03-2021	2	2	100%

For Fusion Micro Finance Limited

  
Devesh Sachdev  
MD & CEO  
DIN: 02547111



ADD: 8, CLUB ROAD, MALIBU TOWNE, SECTOR - 47, GURGAON, HARYANA - 122018



**Fusion**  
Microfinance

# Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)  
Detail on transfer of shares for FY 2020-21

S. No.	Date of registration of transfer	Type of transfer	No. of shares transferred	Amount per share (in Rs)	Transferor's name	DP ID-Client ID of Transferor	Transferee's name	Ledger folio of Transferee
1	November 09, 2020	Equity Shares	1552	10	Fusion Employees Benefit Trust	IN300394-20004173	Pardeep Kumar	12049200-04662131
2	November 09, 2020	Equity Shares	1227	10	Fusion Employees Benefit Trust	IN300394-20004173	Ranjvijay Singh	12081600-24388502
3	November 09, 2020	Equity Shares	3670	10	Fusion Employees Benefit Trust	IN300394-20004173	Ajay Kumar Sharma	12049200-00623212
4	November 09, 2020	Equity Shares	2300	10	Fusion Employees Benefit Trust	IN300394-20004173	Anoop Tripathi	IN304295-23660988
5	November 09, 2020	Equity Shares	18265	10	Fusion Employees Benefit Trust	IN300394-20004173	Praveen Kumar	IN304295-14275521
6	November 09, 2020	Equity Shares	1218	10	Fusion Employees Benefit Trust	IN300394-20004173	Sandeep Kumar Srivastav	IN304295-19700293
7	February 05, 2021	Equity Shares	1345	10	Fusion Employees Benefit Trust	IN300394-20004173	Amit Kumar	IN304295-14412760
8	February 05, 2021	Equity Shares	3540	10	Fusion Employees Benefit Trust	IN300394-20004173	Varun Arora	IN304295-50267707
9	February 05, 2021	Equity Shares	10325	10	Fusion Employees Benefit Trust	IN300394-20004173	Ranjan Kumar verma	12049200-06400846
10	February 05, 2021	Equity Shares	7000	10	Fusion Employees Benefit Trust	IN300394-20004173	Sandeep kumar sharma	12032300-01919185
11	February 05, 2021	Equity Shares	1500	10	Fusion Employees Benefit Trust	IN300394-20004173	Sandeep kumar sharma	12032300-01919185
12	February 05, 2021	Equity Shares	1050	10	Fusion Employees Benefit Trust	IN300394-20004173	Narayan ganguly	12032300-02930367
13	February 05, 2021	Equity Shares	6045	10	Fusion Employees Benefit Trust	IN300394-20004173	Arun kumar	IN304295-20195120
14	February 05, 2021	Equity Shares	14000	10	Fusion Employees Benefit Trust	IN300394-20004173	Himanshu dutt	12032300-04243461
15	February 05, 2021	Equity Shares	3073	10	Fusion Employees Benefit Trust	IN300394-20004173	Parmendra singh kushwaha	12032300-01591212
16	February 05, 2021	Equity Shares	9750	10	Fusion Employees Benefit Trust	IN300394-20004173	Ramesh Chaubey	12049200-00658799
17	February 05, 2021	Equity Shares	1050	10	Fusion Employees Benefit Trust	IN300394-20004173	Vibhanshu Sharma	IN304295-71993163

For Fusion Micro Finance Limited

  
Devesh Sachdev

MD & CEO

DIN: 02547111

ADD: 8, CLUB ROAD, MALIBU TOWNE, SECTOR - 47, GURGAON, HARYANA - 122018





# Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

## List of Equity Shareholders as on March 31, 2021

S. No.	Name of Shareholders/Beneficial Owners	Folio Number	DP ID-Client ID Account number	Physical	Demat	Total no. of Shares
1.	Devesh Sachdev	45	IN300861-10197157	-	5,553,414	5,553,414
2.	Mini Sachdev	49	IN300861-10197173	-	305,000	305,000
3.	Oikocredit, Ecumenical Development Co-Operative Society U.A.	88	-	6,606,375	-	6,606,375
4.	Creation Investments Fusion, LLC	89	IN303622-10006433	-	15,321,043	15,321,043
5.	Creation Investments Fusion II, LLC	99	IN303622-10020193	-	9,954,529	9,954,529
6.	Global Financial Inclusion Fund	90	IN301348-20151519	-	3,539,091	3,539,091
7.	Fusion Employees Benefit Trust	80	IN300394-20004173	-	1,740,626	1,740,626
8.	Apurav Agarwal	100	-	4,000	-	4,000
9.	Lekshmi Bhargavi	101	IN304295-50036359	-	4,500	4,500
10.	Manish Pandey	102	IN306122-10117232	-	3,000	3,000
11.	Gourav Mahajan	103	12036000-05071538	-	2,500	2,500
12.	Praveen Kumar	104	IN304295-14275521	1,000	18,265	19,265
13.	Himanshu Dutt	105	12032300-04243461	-	29,000	29,000
14.	Sandeep Kumar Sharma	92	12032300-01919185	-	30,500	30,500
15.	Tarun Mehndiratta	106	IN301549-14253020	-	9,000	9,000
16.	Gourav Sirohi	91	-	14,250	-	14,250
17.	Rahul Jain	93	-	17,993	-	17,993
18.	Ramesh Chaubey	94	12049200-00658799	19500	9,750	29,250



19.	Atul Sharma	95	12032300-01594232	-	9,315	9,315
20.	Gajendra Pratap Singh	96	-	1,225	-	1,225
21.	Deepak Chaudhary	107	-	2,927	-	2,927
22.	Amit Arora	108	-	1,000	-	1,000
23.	Gurmeet Singh	109	IN300214-20803182	-	1,000	1,000
24.	Mohd. Hossain	110	12029900-06058738	-	21,000	21,000
25.	Ankush Ahluwalia	111	IN304295-50031137	2,000	10,500	12,500
26.	Deepak Madaan	112	IN301549-62719217	-	1,000	1,000
27.	Srikanth	113	-	1,000	-	1,000
28.	Rohit Dhiman	114	IN301549-58018977	-	2,000	2,000
29.	Sandeep Kumar Srivastava	116	IN304295-19700293	-	2,435	2,435
30.	Vineet Bhargava	117	12081800-03472374	-	2,265	2,265
31.	Varun Khatri	115	IN302269-14465509	-	2,437	2,437
32.	Jitender Kumar	119	12032300-03972451	-	2,205	2,205
33.	Anil Tiwari	121	12032300-03972728	-	8,707	8,707
34.	Ranvijay Singh	122	12081600-24388502	-	3,682	3,682
35.	Akhilesh Kumar	123	13018700-00495319	-	5,092	5,092
36.	Pramendra Singh Kushwaha	120	12032300-01591212	-	6,145	6,145
37.	Dharmender Kumar	118	12033200-10476388	-	3,510	3,510
38.	Honey Rose Investment Ltd	98	IN303173-20073350	-	41,022,730	41,022,730
39.	Ajay Kumar Sharma	124	12049200-00623212	-	3,670	3,670
40.	Narayan Ganguly	131	12032300-02930367	-	1,050	1,050



41.	Pardeep Kumar	126	12049200-04662131	-	1,552	1,552
42.	Ranjan Kumar Verma	130	12049200-06400846	-	10,325	10,325
43.	Anoop Tripathi	125	IN304295-23660988	-	2,300	2,300
44.	Amit Kumar	129	IN304295-14412760	-	1,345	1,345
45.	Arun Kumar	128	IN304295-20195120	-	6,045	6,045
46.	Varun Arora	127	IN304295-50267707	-	3,540	3,540
47.	Vibhanshu Sharma	132	IN304295-71993163	-	1,050	1,050
<b>Total</b>					<b>6,671,270</b>	<b>77,655,118</b>
						<b>84,326,388</b>

For Fusion Micro Finance Limited

  
**Devesh Sachdev**  
**MD & CEO**  
**DIN: 02547111**



**ADD: 8, CLUB ROAD, MALIBU TOWNE, SECTOR – 47, GURGAON, HARYANA - 122018**





**Fusion**  
Microfinance

# Fusion Microfinance Limited

(Formerly known as Fusion Micro Finance Private Limited)

## Detail of Debenture holders as on March 31, 2021

S.No	Name	DP ID	Client ID	Number of Debentures	Total amount of Debentures
1.	AU Small Finance Bank Limited	IN300484	29626737	300	249,562,875
2.	PETTELAAR EFFECTENBEWAARBEDRIJF N.V.	IN300167	10126944	526	524,704,427
3.	Blue Orchard Microfinance Fund	IN301524	30043534	500	499,680,977
4.	Blue Orchard Microfinance Fund	IN301524	30043534	470	469,810,565
5.	JAPAN ASEAN WOMEN EMPOWERMENT FUND	IN301524	30052498	500	499,599,397
6.	UTI International Wealth Creator 4 (respons Ability)	IN301524	30026145	350	349,301,485
7.	UTI International Wealth Creator 4 (respons Ability)	IN300054	10063572	700	699,674,020
8.	UTI International Wealth Creator 4 (respons Ability)	IN301524	30026145	750	749,541,063
9.	UTI International Wealth Creator 4 (respons Ability)	IN301524	30026145	550	549,422,854
10.	AAV S.A.R.L.	IN300167	10112591	35	348,943,146
11.	Triodos SICA VII - Triodos Microfinance Fund	IN301524	30048802	315	315,000,000
12.	Triodos Custody B.V. Acting in its capacity as a custodian of Triodos Fair Share Fund	IN301799	10082496	315	315,000,000
13.	IFMR Fimpact Long term Credit Fund	IN301549	55050570	350	349,555,837
14.	IFMR Fimpact Medium Term Opportunities Fund	IN301549	55272567	150	149,810,433
15.	IFMR Fimpact Income Builder Fund	IN301549	56338073	250	249,900,232
16.	Northern Arc Capital Limited	IN302902	47598428	300	297,843,730
17.	Northern Arc Capital Limited	IN303173	20189968	150	149,978,557
18.	Incofin CVSO	IN301524	30042951	25	249,858,534
19.	Bank of Baroda	IN300870	10101128	500	498,019,518
20.	Bank of India	IN300749	10000012	350	348,193,787
21.	DCB Bank limited	IN300079	10032833	100	99,491,861
22.	Indian Bank	IN300597	10072090	200	197,393,929
23.	Indian Overseas Bank	IN302437	20005246	250	248,823,846
24.	Punjab National Bank	IN300812	10501028	250	248,754,896
25.	Punjab National Bank	IN300812	10501028	250	249,179,281
26.	State Bank of India	IN303786	10000023	250	249,085,654
27.	State Bank of India	IN303786	10000023	500	498,829,189
28.	Union Bank of India	IN300812	10505289	200	198,987,874
29.	Union Bank of India	IN300812	10505289	250	249,520,455
30.	CDC Group PLC	IN300142	10771176	600	598,241,580
Total				10236	10,701,710,000

For Fusion Micro Finance Limited

Devesh Sachdev  
MD & CEO  
DIN: 02547111



ADD: 8, CLUB ROAD, MALIBU TOWNE, SECTOR - 47, GURGAON, HARYANA - 122018