

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to regulation 3.b. of SEBI Circular No CIR / CFD/ CMD1 / 27 / 2019 dated
8th February 2019 under SEBI (Listing Obligations & Disclosure Requirements)
Regulations, 2015]

To,
The Board of Directors,
Fusion Micro Finance Limited
Formerly: Fusion Micro Finance Private Limited
Corp Office: Plot No 86, Institutional Sector -32.
Gurugram –HR-122001

We M/s Navneet K Arora & Co LLP, Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **Fusion Micro Finance Limited** Formerly: Fusion Micro Finance Private Limited (“the debt listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **31st March, 2022** (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined to the extent applicable during the period under review include: -



- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993;
and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The debt listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil	Nil	Nil	Nil

- b) The debt listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL

Navneet K Arora & Co LLP Company Secretaries - LLPIN: AJ-0972

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Annual Secretarial Compliance Certificate – Fusion Micro Finance Limited





- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA	NA	NA	NA	NA

For Navneet K Arora & Co LLP
Company Secretaries



CS Navneet Arora
Managing Partner

FCS: 3214, COP: 3005

[ICSI Firm Unique Identification Code: P2009DE061500]

UDIN : F003214D000334754

Place: New Delhi

Date: 17th May 2022