

Date: 07.02.2026

Letter No. FFL/SEC/2024-25/SE-116

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code: FUSION	The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 543652, 977381, 977412
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**Sub: Monitoring Agency Report for the quarter ended December 31, 2025.**

Pursuant to Regulation 32(6) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 82(2) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find attached Monitoring Agency Report for the quarter ended December 31, 2025, issued by CRISIL Ratings Limited, Monitoring Agency, appointed to monitor the utilisation of proceeds of the Right Issue of the Company. The above report has been placed before and considered by the Audit Committee in its meeting held on February 6, 2026.

The same is also available on the website of company i.e., [www.fusionfin.com](http://www.fusionfin.com)

You are requested to take the same on your record.

**For Fusion Finance Limited**  
**(Formerly Fusion Micro Finance Limited)**

**Vikrant Sadana**  
**Company Secretary Compliance Officer**

**Place: Gurugram**  
**Enc.: a/a**

**Monitoring Agency Report**  
**for**  
**Fusion Finance Limited**  
**for the quarter ended**  
**December 31, 2025**

CRL/MAR/ FSMFP /2025-26/1632

February 07, 2026

To

**Fusion Finance Limited**

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

Dear Sir,


**Monitoring Agency Report for the quarter ended December 31, 2025 - in relation to the Rights Issue of Fusion Finance Limited ("the Company")**

Pursuant to Regulation 82(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("*ICDR Regulations*") and Monitoring Agency Agreement dated March 10, 2025, entered with the Company, we enclose the Monitoring Agency Report, issued by Crisil Ratings Limited, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of Rights Issue for the quarter ended December 31, 2025.

Request you to kindly take the same on records.

Thanking you,

**For and on behalf of Crisil Ratings Limited**



Shounak Chakravarty  
Director, Ratings (LCG)

**Report of the Monitoring Agency****Name of the issuer:** Fusion Finance Limited**For quarter ended:** December 31, 2025**Name of the Monitoring Agency:** Crisil Ratings Limited

(a) Deviation from the objects: No

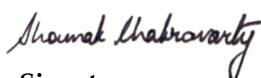
(b) Range of Deviation: Not applicable

**Declaration:**

*We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.*

*The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.*

*We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.*

**Signature:****Name and designation of the Authorized Signatory:** Shounak Chakravarty**Designation of Authorized person/Signing Authority:** Director, Ratings (LCG)

## 1) Issuer Details:

**Name of the issuer:** Fusion Finance Limited

**Names of the promoter:**

- a. Devesh Sachdev
- b. Honey Rose Investment Ltd.
- c. Creation Investments Fusion, LLC
- d. Creation Investments Fusion II, LLC

**Industry/sector to which it belongs:** Microfinance Institutions

## 2) Issue Details

**Issue Period:** Tuesday, April 15, 2025, To Friday April 25, 2025

**Type of issue (public/rights):** Rights Issue

**Type of specified securities:** Equity Shares

**IPO Grading, if any:** NA

**Issue size:** Rs 799.86 crore (Refer Note 1)

Particulars	Amount (Rs. crores)
Gross proceeds* of the Fresh Issue	799.86
Less: Issue Expenses	16.52
Net Proceeds	783.34

\*Crisil Ratings shall be monitoring the gross proceeds amount.

**Note 1:** The Company had earlier received application money of Rs 399.93 crore (being 50% of the issue price) pursuant to the allotment of partly paid-up equity shares under the Rights Issue. Subsequently, as per the Letter of Offer (offer document) dated March 29, 2025, the Board approved the First and Final Call of Rs 65.50 per share, which is payable between November 27, 2025 and December 11, 2025. Pursuant to this call, the Company has received Rs 395.30 crore towards call money. Accordingly, the total amount received under the Rights Issue stands at Rs 795.23 crore as at December 31, 2025. The balance amount of Rs 4.63 crore remains outstanding and is expected to be recovered through subsequent reminder call(s) as per the terms of offer document and as may be decided by the Board, on or before March 31, 2027.

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	NA	Management undertaking, Statutory Auditor certificate^, Final Letter of offer (offer document) dated March 29, 2025, Bank Statements	No utilisation reported during the quarter ended December 31, 2025	No Comments
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management undertaking, Draft Statutory Auditor certificate ^,	No Comments	No Comments
Whether the means of finance for the disclosed objects of the issue has changed?	No		No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	No		No Comments	No Comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	NA		No Comments	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comments	No Comments
Are there any favorable events improving the viability of these object(s)?	No		No Comments	No Comments
Are there any unfavorable events affecting the viability of the object(s)?	No		No Comments	No Comments

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	No Comments

NA represents Not Applicable

^Certificate dated January 27, 2026, issued by M/s B.K. Khare & Co., Chartered Accountants (Firm Registration Number: 105102W), Statutory Auditors of the Company

#### 4) Details of object(s) to be monitored:

##### i. Cost of the object(s):

Sr. No.	Item Head	Source of information / certification considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in crore)	Revised cost (Rs in crore)	Comments of the MA	Comments of the Board of Directors		
						Reason of cost revision	Proposed financing option	Particulars of firm arrangements made
1	Augmenting the capital base	Management undertaking, Statutory Auditor certificate ^, Final Letter of offer, Bank Statements	783.34	NA	No revision	NA		
2	Issue expenses		16.52	NA	No revision	NA		
<b>Total</b>				<b>799.86</b>	-	-		

^Certificate dated January 27, 2026, issued by M/s B.K. Khare & Co., Chartered Accountants (Firm Registration Number: 105102W), Statutory Auditors of the Company

##### ii. Progress in the object(s):

Sr. No.	Item Head <sup>#</sup>	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (Rs in crore)	Amount utilized (Rs in crore)			Total unutilized amount (Rs in crore)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Augmenting the capital base	Management undertaking, Statutory Auditor	783.34	382.41	Nil	382.41	400.93	No utilisation during the reported quarter	No Comments	

Sr. No.	Item Head <sup>#</sup>	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (Rs in crore)	Amount utilized (Rs in crore)			Total unutilized amount (Rs in crore)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
	<b>Sub-total</b>	certificate <sup>^</sup> , Letter of Offer, Bank Statements	<b>783.34</b>	<b>382.41</b>	<b>Nil</b>	<b>382.41</b>	<b>400.93</b>	-		
2	Issue expenses		16.52	Nil	Nil	Nil	16.52	No utilisation reported during the	No Comments	
	<b>Total</b>		<b>799.86</b>	<b>382.41</b>	<b>Nil</b>	<b>382.41</b>	<b>417.45</b>	<b>(Refer Note 2)</b>		

**Note 2** - The Company has proposed to raise Rs. 799.86 crore through rights issue of 6,10,58,392 partly paid-up equity shares at Rs. 131 per share, with Rs. 65.50 paid on application and the balance of Rs. 65.50 payable in one or more calls by March 31, 2027. As of December 31, 2025, the Company has received Rs. 795.23 crore and the remaining balance of Rs. 4.63 crore is expected to be recovered through subsequent reminder calls as per the terms of offer document and as may be decided by the Board, on or before March 31, 2027, as confirmed by the management undertaking and Statutory auditor's certificate dated January 27, 2026.

<sup>^</sup>Certificate dated January 27, 2026, issued by M/s B.K. Khare & Co., Chartered Accountants (Firm Registration Number: 105102W), Statutory Auditors of the Company

**#Brief description of objects:**

Object of the Issue	Description of objects as per the offer document filed by the issuer
Augmenting the capital base	The Company proposes to utilise the Net Proceeds towards augmenting its capital base to meet future capital requirements. Further, as it continues to grow their loan portfolio and asset base, it will require additional capital in order to continue to meet applicable capital adequacy ratios with respect to the business. In the coming quarters, the Company plans to significantly grow its loan advances which would require Tier 1 capital to comply with the applicable capital adequacy regulations. With the primary capital raise planned through the Issue, the management of the Company believes that it would have adequate capital without any further need of fresh capital in the short to medium term. Accordingly, the intend to utilise the Net Proceeds to augment the capital base to meet the future capital requirements, which are expected to arise out of growth of the business and assets, including but not limited to onward lending as part of the business activities, ensuring compliance with applicable regulatory requirements, payment of operating expenditure and funding growth opportunities

iii. Deployment of unutilised RI proceeds<sup>^</sup>:

(Rs in crore)

Sr. No	Type of instrument and name of the entity invested in	Amount invested as of December 31, 2025	Maturity date	Earning for the quarter ended December 31, 2025	Return on Investment (%)	Market Value as of December 31, 2025
1	Axis Bank Rights Issue-Monitoring Account-925020013189590 (Refer Note 3)	17.52	-	-	-	17.52
2	Balance lying in Right Issue Allotment Account of the Company	395.30	-	-	-	395.30
	<b>Total*</b>	<b>412.82</b> (Refer Note 4)		-		<b>412.82</b>

**Note 3:** The amount of Rs. 17.52 crores held in the Axis Bank Rights Issue Monitoring account is comprised of two components: Rs. 16.52 crores has been earmarked for utilisation related to issue expense, and the remaining balance of Rs 1.00 crore is allocated towards the objects of the Issue, specifically for the purpose of business expansion.

**Note 4:** The balance of Rs. 4.63 crore is expected to be recovered through subsequent calls as per the terms of offer document and as may be decided by the Board, on or before March 31, 2027.

<sup>^</sup> Management undertaking & Certificate dated January 27, 2026, issued by M/s B.K. Khare & Co., Chartered Accountants (Firm Registration Number: 105102W), Statutory Auditors of the Company

iv. Delay in implementation of the object(s)<sup>^</sup> -

Object(s)	Completion Date		Delay (no. of days/months)	Comments of the Board of Directors	
	As per the Offer Document	Actual		Reason of delay	Proposed course of action
Not Applicable					

<sup>^</sup> Management undertaking & Certificate dated January 27, 2026, issued by M/s B.K. Khare & Co., Chartered Accountants (Firm Registration Number: 105102W), Statutory Auditors of the Company

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

On the basis of management undertaking and certificate dated January 27, 2026, issued by M/s B.K. Khare & Co., Chartered Accountants (Firm Registration Number: 105102W), Statutory Auditors of the Company:

Item Heads	Amount utilized during the quarter (Rs in crore)	Comments of the Monitoring Agency
Not Applicable		

## Disclaimers:

- a) *This Report is prepared by Crisil Ratings Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.*
- b) *This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.*
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