



FUSION MICRO FINANCE LIMITED

Our Company was originally incorporated as 'Ambience Fincap Private Limited' on September 5, 1994 at New Delhi, India as a private limited company under the Companies Act, 1956, and was granted a certificate of incorporation by Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"). On January 9, 2003, the RBI granted a certificate of registration bearing registration no. B-14.02857 to our Company, for the registration of our Company as a non-deposit accepting non-banking financial company under Section 451A of the Reserve Bank of India Act, 1934. Subsequently, the name of our Company was changed to 'Fusion Micro Finance Private Limited' and a fresh certificate of incorporation, dated April 19, 2010 was issued by the RoC to describe the business of the Company, post which the RBI granted a certificate of registration dated May 19, 2010 reflecting the change of name. Our Company was granted an 'NBFC – Microfinance Institution' status by the RBI with effect from January 28, 2014 and a modified certificate of registration bearing registration no. B-14.02857 was issued by the RBI to this effect. The name of our Company was further changed to Fusion Micro Finance Limited upon conversion to a public limited company and a fresh certificate of incorporation was issued by the RoC on July 20, 2021, post which a fresh certificate of registration as an NBFC (not accepting public deposits) dated October 1, 2021, was issued by the RBI reflecting the change in name of our Company. For details of changes in the name and registered office address of our Company, see "History and Certain Corporate Matters" on page 212 of the Red Herring Prospectus dated October 25, 2022 ("RHP").

Registered Office: H-1, C Block, Community Centre, Naraina Vihar, New Delhi - 110028, India; **Corporate Office:** Plot no. 86, Institutional Sector 32, Gurugram, Haryana - 122001, India.
Contact Person: Deepak Madaan, Company Secretary and Compliance Officer; **Tel.:** +91- 011-46646600/ +91-124-6910500; **E-mail:** companysecretary@fusionmicrofinance.com;
Website: www.fusionmicrofinance.com; **Corporate Identity Number:** U65100DL1994PLC061287

PROMOTERS OF OUR COMPANY: DEVESH SACHDEV, CREATION INVESTMENTS FUSION, LLC, CREATION INVESTMENTS FUSION II, LLC AND HONEY ROSE INVESTMENT LTD

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF FUSION MICRO FINANCE LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SECURITIES PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 6,000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE BY DEVESH SACHDEV, MINI SACHDEV, HONEY ROSE INVESTMENT LTD, CREATION INVESTMENTS FUSION, LLC, OIKOCREDIT ECUMENICAL DEVELOPMENT COOPERATIVE SOCIETY U.A., AND GLOBAL IMPACT FUNDS, S.C.A., SICAR (THE "SELLING SHAREHOLDERS"), OF UP TO 650,000 EQUITY SHARES, UP TO 100,000 EQUITY SHARES, UP TO 1,400,000 EQUITY SHARES, UP TO 1,400,000 EQUITY SHARES, UP TO 6,606,375 EQUITY SHARES AND UP TO 3,539,091 EQUITY SHARES, RESPECTIVELY, AGGREGATING UP TO ₹ [●] MILLION ("THE OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

PRICE BAND: ₹350 TO ₹368 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH.
THE FLOOR PRICE IS 35.00 TIMES THE FACE VALUE OF THE EQUITY SHARES AND
THE CAP PRICE IS 36.80 TIMES THE FACE VALUE OF THE EQUITY SHARES.
BIDS CAN BE MADE FOR A MINIMUM OF 40 EQUITY SHARES AND
IN MULTIPLES OF 40 EQUITY SHARES THEREAFTER.

- The Weighted Average Cost acquisition of all Equity Shares transacted in last three years and one year preceding the date of the RHP:

Period	Weighted Average Cost of Acquisition (in ₹)	Upper End of the Price Band (₹ 368) is 'X' times the Weighted Average Cost of Acquisition	Range of Acquisition Price: Lowest Price - Highest Price (in ₹)
Last 1 year	Nil	Nil	Nil
Last 3 years	290.48	1.27	Nil

As certified by K. K. Mankeshwar & Co., Chartered Accountants by way of their certificate dated October 27, 2022.

* Weighted average cost means total Equity Share capital including securities premium issued during last one year and three years preceding the date of the Red Herring Prospectus divided by total number of Equity Shares.

- The Price/Earnings ratio based on diluted EPS for Fiscal 2022 for our Company at upper end of the Price Band is 139.39 and Price/Earnings ratio of the average industry peer group as on the date of RHP is 114.50 .
- Weighted Average Return on Net Worth for Fiscals 2022, 2021 & 2020 is 2.96% and Return on Net Worth for the three months period ended June 30, 2022 is 5.30% (not annualised).
- Average cost of acquisition of Equity Shares for the Selling Shareholders ranges from ₹ 16.02 per Equity Share to ₹ 194.94 per Equity Share and Offer Price at upper end of the Price Band is ₹ 368 per Equity Share.

RISK FACTORS ASSOCIATED WITH OUR COMPANY ARE:

- An increase in the level of our NPAs or our provisions may adversely affect our business, financial condition, results of operations and cash flows. We made provisions with respect to our NPA portfolio (i.e. Stage III assets) of 63.32%, 54.56%, 71.26%, 60.00% and 66.07% in the three months ended June 30, 2022 and 2021, and the financial years 2022, 2021 and 2020, respectively. If our NPAs increase, we will be required to increase our provisions, which would result in our net profit being less than it otherwise would be.
- As of June 30, 2022, our borrowers are served across 19 states, with major concentration in 5 states i.e. Bihar, Uttar Pradesh, Odisha, Madhya Pradesh and Tamil Nadu, amounting to 66.12% of our AUM.
- A large portion of our collections and disbursements from customers are in cash, exposing us to certain operational risks. such as risk of theft, fraud, misappropriation or unauthorized transactions. For the three months ended June 30, 2022 and the financial years 2022, 2021 and 2020, ₹723.85 million, ₹3,392.84 million, ₹3,729.39 million, ₹15,946.42 million respectively, loans were disbursed through cash. For the same periods, ₹15,269.03 million, ₹46,482.43 million, ₹32,540.53 million and ₹31,874.18 million, respectively, of our collections were in cash. We have experienced certain instances of misappropriation or unauthorized transactions by certain employees over the last three financial years and the three months ended June 30, 2022, including cash embezzlements which (i) aggregated to an amount of ₹3.03 million, out of which ₹1.52 million had been recovered, during the three months ended June 30, 2022, (ii) aggregated to an amount of ₹12.67 million, out of which ₹5.96 million had been recovered, during the financial year 2022, (iii) aggregated to an amount of ₹9.77 million, out of which ₹5.18 million had been recovered, during the financial year 2021 and (iv) aggregated to an amount of ₹5.01 million, out of which ₹2.12 million had been recovered, during the financial year 2020. During the last three financial years and the three months ended June 30, 2022, we registered 141 cases of theft and robbery, which were for an aggregate amount of ₹11.67 million.
- For the three months ended June 30, 2022 and the financial years 2022, 2021 and 2020, our net interest Income amounted to ₹1,846.67 million, ₹5,606.67 million, ₹4,308.93 million and ₹3,123.00 million, respectively. An increase in interest rates applicable to our liabilities, without a corresponding increase in interest rates applicable to our assets, will result in a decline in our net interest income. Changes in market interest rates affect the interest rates we charge on our loans differently from the interest rates we pay on our interest-bearing liabilities. An increase in interest rates could result in an increase in interest expense relative to interest income if we are not able to increase the rates charged on our portfolio loans and advances or if the volume of our interest-bearing liabilities is larger or growing faster than the volume of our loans.
- The Four BRLMs associated with the Offer have handled 74 public issues in the past three Fiscal Years, out of which 24 issues closed below the offer price on the listing date.

Name of BRLMs	Total Issues	Issues closed below IPO Price on listing date
ICICI Securities Limited*	23	9
CLSA*	1	-
IIFL*	10	5
JM Financial*	11	-
Common Issues of above BRLMs	29	10
Total	74	24

*Issues handled where there were no common BRLMs

BID/OFFER PROGRAMME	ANCHOR INVESTOR BIDDING DATE: TUESDAY, NOVEMBER 1, 2022
	BID/OFFER OPENS ON : WEDNESDAY, NOVEMBER 2, 2022*
	BID/OFFER CLOSES ON : FRIDAY, NOVEMBER 4, 2022^

* Our Company through its IPO Committee, may, in consultation with the BRLMs, consider participation by Anchor Investors, in accordance with the SEBI/ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.

^ UPI mandate end time and date shall be at 5 p.m. on Bid/Offer Closing Date i.e. Friday, November 4, 2022.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

ASBA #	Simple, Safe, Smart way of Application!!!	# Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA. Mandatory in public issues. No cheque will be accepted.
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	UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Investors and Non-Institutional Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021
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ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure - Offer Procedure of ASBA Bidders" beginning on page 414 of the Red Herring Prospectus. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of Stock Exchanges and can be obtained from the list of banks that is displayed on the website SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and HDFC Bank Limited has been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upi@npci.org.in.

DISCLAIMER CLAUSE OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 388 of the RHP for the full text of the disclaimer clause of SEBI.

DISCLAIMER CLAUSE OF BSE : It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 390 of the RHP for the full text of the disclaimer clause of BSE.

DISCLAIMER CLAUSE OF NSE (DESIGNATED STOCK EXCHANGE) : It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 391 of the RHP for the full text of the disclaimer clause of NSE.

CORRIGENDUM

This corrigendum ("Corrigendum") is with reference to the RHP filed in relation to the Offer. In this regard, please note that the table set out under the section "Basis for Offer Price - Price to Earning ("P/E") Ratio in relation to the Offer Price of our Company - Industry Peer Group P/E ratio" as appearing on page 108 of the RHP, and the Price Band advertisement, stand amended. Accordingly, the said table shall be read as following :

Industry Peer Group P/E ratio : Based on the peer group information (excluding Company) given below in this section, the highest P/E ratio is 342.44, the lowest P/E ratio is 20.21 and the average P/E ratio is 114.50.

Particulars	P/E Ratio	Name of the company	Face value of equity shares (in ₹)
Highest	342.44	Bandhan Bank Limited	10
Lowest	20.21	Equitas Small Finance Bank Limited	10
Industry Composite	114.50	-	-

Notes:

- The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison of Accounting ratios with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below.
- P/E figures for the peer are computed based on closing market price as on October 12, 2022, on NSE, divided by Basic EPS (on consolidated basis) for the Financial Year ending March 31, 2022.

For FUSION MICRO FINANCE LIMITED

On behalf of the Board of Directors

Sd/-

Company Secretary and Compliance Officer

Place: New Delhi

Date: November 1, 2022

FUSION MICRO FINANCE LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP with RoC on October 25, 2022. The RHP shall be available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and is available on the websites of the BRLMs i.e. ICICI Securities Limited, CLSA India Private Limited, IIFL Securities Limited and JM Financial Limited at www.icicisecurities.com, www.india.clsa.com, www.iifcap.com and www.jmfl.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" on page 27 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons as defined in Regulation S under the U.S. Securities Act ("U.S. Persons") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Company has not registered and does not intend to register under the U.S. Investment Company Act of 1940 (the "U.S. Investment Company Act") in reliance upon section 3(c)(7) thereof. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to or for the account or benefit of, U.S. Persons in each case that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the U.S. Investment Company Act) in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.