



Fusion CX Limited

POLICY ON DIVERSITY OF THE BOARD OF DIRECTORS

Document Control Information

Regulatory Framework	(Under Section 178(3) of the Companies Act, 2013 read with Regulation 19(4) and Part D of Schedule II of the SEBI (LODR) Regulations, 2015)
Approval Authority	Approved by Board of Directors
Date of Approval	28 th March, 2025
Effective Date	1 st April, 2025
Corporate Details	Fusion CX Limited (CIN: U72900WB2004PLC097921) Plot No. Y9, Block EP & GP, Sector-5, Bidhan Nagar, Salt Lake, Kolkata, KOLKATA, West Bengal, India, 700091
Document Version	Version [1.0]

Table of Contents

1	Preamble	3
2	Objective.....	3
3	Definitions	3
4	BOARD DIVERSITY POLICY	4
4.1	Optimum Composition.....	4
4.2	Functional Diversity	4
4.3	Role of the Nomination and Remuneration Committee	4
4.4	Evaluation	5
5	Conflicts and Amendments	5
5.1	Effective Date.....	5
5.2	Review of the Policy.....	5



1 Preamble

Pursuant to Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy has been adopted to promote diversity on the Board of Directors (“Board”) and to comply with the requirements of applicable laws.

The Company recognizes that a diverse Board is essential for fostering innovation, better governance, and effective decision-making by incorporating a range of perspectives, experiences, and expertise.

2 Objective

The objectives of this Policy are to:

- Ensure compliance with applicable legal and regulatory requirements.
- Promote social and professional diversity on the Board, including diversity of thought, skills, knowledge, experience, perspectives, and gender.
- Establish a structured framework for Board appointments and evaluations, ensuring a diverse and effective composition that enhances governance and decision-making.

3 Definitions

For the purpose of this Board Diversity Policy, the following terms shall have the meanings assigned to them hereunder:

- (a) “Board” means the Board of Directors of the Company.
- (b) “Board Diversity Policy” means this policy, as amended from time to time.
- (c) “Committee” means the Nomination and Remuneration Committee of the Board.
- (d) “Companies Act” means the Companies Act, 2013, read with the rules thereunder, as amended.
- (e) “Director” means a member of the Board.
- (f) “Company” means Fusion CX Limited (or the respective company adopting this policy).

Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board



of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

4 BOARD DIVERSITY POLICY

4.1 Optimum Composition

- The Board shall have an optimum combination of executive and non-executive directors, with no less than fifty percent of the Board comprising non-executive directors.
- At least half of the Board shall comprise of independent directors where the Chairman is an Executive/Promoter, or at least one-third of the Board shall comprise independent directors where the Chairman is a Non-Executive/Non-Promoter.
- The Company shall ensure the inclusion of at least one woman director on the Board to promote gender diversity.

4.2 Functional Diversity

Appointments to the Board shall be based on:

- The qualifications, knowledge, skills, and experience of the appointee relevant to the Company's business needs.
- Expertise in domains such as finance, law, risk management, Human Resource and industry-specific areas.
- Independence and eligibility criteria as prescribed under applicable laws and regulations.
- The candidate's ability to dedicate sufficient time to Board and committee responsibilities, considering their existing directorships in other companies.

4.3 Role of the Nomination and Remuneration Committee (includes)

The Committee shall:

- Periodically assess and recommend the composition of the Board to maintain an appropriate balance of diversity in terms of age, gender, skills, and experience.
- Identify candidates with suitable qualifications and experience for Board appointments.



- Align its recommendations with the Company's Nomination and Remuneration Policy and its long-term succession plan.
- Undertake initiatives to enhance the contributions of non-executive directors, including training and development programs.
- Monitor the implementation of diversity objectives during annual Board evaluations.

4.4 Evaluation

As part of the annual performance evaluation, the Committee shall assess:

- The balance of skills, knowledge, and diversity represented on the Board.
- The effectiveness of the Board, its Committees, and individual Directors in fulfilling governance responsibilities.
- The collaborative dynamics and overall functioning of the Board as a unit.

5 Conflicts and Amendments

Conflict Resolution: In the event of any conflict between this Policy and applicable laws or regulations, the provisions of the applicable laws shall prevail.

Amendments:

- Any modifications to the Companies Act, SEBI Listing Regulations, or other laws shall automatically apply to this Policy.
- The Policy may be reviewed and revised by the Committee to align with evolving governance practices.

5.1 Effective Date

The Policy shall come into effect on *1st April 2025*.

5.2 Review of the Policy

The Nomination and Remuneration Committee shall periodically review the Policy (at least once in two years) to ensure its relevance and effectiveness, recommending necessary amendments to the Board as required.

Date: 1st April, 2025

Place: Kolkata